

ASTRID DE PARRY, P.A.

ATTORNEY AT LAW

114 WEST RICH AVENUE
DELAND FLORIDA 33720

PHONE (904) 738 3400
FAX (904) 738 4300

January 18, 1995

Division of at
409 East Gaines St.
Tallahassee, FL 32399

Re: Harry Granoff Corporation

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation together with my firm's check in the amount of \$122.50 representing \$70.00 filing fees and \$52.50 for a certified copy.

Please send the acknowledgment of filing to the undersigned counsel in the enclosed, self-addressed envelope. Thank you for your courtesies in this regard.

Very truly yours,

Astrid de Parry

Astrid de Parry, P.A.

AdP/bw

Encls.

cc: Harry Granoff

EFFECTIVE DATE
1/18/95

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ARTICLES OF INCORPORATION

OF

HARRY GRANOFF CORPORATION

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

HARRY GRANOFF CORPORATION

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

481 Deltona Road
Deltona, FL 32725

ARTICLE III - SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares with a par value of \$1.00 per share.

ARTICLE IV - MANAGEMENT

The business of the Corporation shall be managed by the Shareholders rather than by a Board of Directors.

EFFECTIVE DATE

1/19/95

FILED
JAN 20 AM 9:01

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent is:

HARRY M. GRANOFF
481 Deltona Road
Deltona, FL 32725

ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

HARRY M. GRANOFF
481 Deltona Road
Deltona, FL 32725

ARTICLE VII - COMMENCEMENT DATE

This Corporation shall commence to exist on January 19, 1995 at 1:00 P. M.

The undersigned Incorporator has executed these Articles of Incorporation on January 19, 1995.

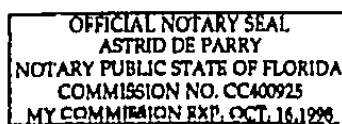


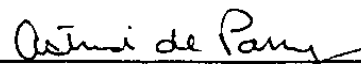
HARRY M. GRANOFF

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared HARRY M. GRANOFF, to be well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 19th day of January, 1995.





NOTARY PUBLIC, State of Florida

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617-0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is:

HARRY GRANOFF CORPORATION

2. The name and address of the registered agent and office is:

HARRY M. GRANOFF
481 Deltona Road
Deltona, FL 32725

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

BY: _____

HARRY M. GRANOFF

DATE: _____

January 19, 1995

FILED
95 JAN 20 AM 8:01

P95000006257

ARTICLES OF MERGER
Merger Sheet

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MERGING:

ROBERT GRANOFF CORP., a Texas corporation qualified in Florida, 842472
HARRY GRANOFF CORPORATION, a Florida corporation, P95000006257
MITCHELL ROBERT CORPORATION, a Florida corporation, P95000023989

INTO

ROBERT GRANOFF CORPORATION, a Florida corporation, P96000000750

File date: December 20, 1995, effective December 22, 1995

Corporate Specialist: Steven Harris