

PS 00003989

ASTRID DE PARRY, P.A.

ATTORNEY AT LAW

111 WEST RICH AVENUE
DELAND, FLORIDA 32720

PHONE: (904) 738-3100
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FILED

95 MAR 23 PM 2:26

TALLAHASSEE, FLORIDA

March 22, 1995

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

EFFECTIVE DATE

800001438148
-03/23/95--01070--017
****122.50 ****122.50

3-22-95

Re: Mitchell Robert 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 incorporator 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.

D. BROWN MAR 24 1995

EFFECTIVE DATE
3-22-95

ARTICLES OF INCORPORATION

OF

MITCHELL ROBERT CORPORATION

FILED
95 MAR 23 PM 2:26
CLERK OF COURT
DELAND, FLORIDA

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:

MITCHELL ROBERT CORPORATION

ARTICLE II - PRINCIPAL OFFICE

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

114 West Rich Avenue
DeLand, Florida 32720

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.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

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

ASTRID DE PARRY, P.A.
114 West Rich Avenue
DeLand, Florida 32720

ARTICLE VI - INCORPORATOR

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

ASTRID DE PARRY
114 West Rich Avenue
DoLand, Florida 32720

ARTICLE VII - COMMENCEMENT DATE

This Corporation shall commence to exist on March 22, 1995 at 1:00 P. M.

The undersigned Incorporator has executed these Articles of Incorporation on March 22, 1995.

Astrid de Parry
ASTRID DE PARRY

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ASTRID DE PARRY, 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 22nd day of March, 1995.



BEVERLY J. WILLIS
My Commission CC367474
Expires Apr. 25, 1998
Bonded by HIAI
800-422-1555

Beverly J. Willis
NOTARY PUBLIC, State of Florida

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
MAR 23 PM 2:27
TALLAHASSEE, FLA.

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:

MITCHELL ROBERT CORPORATION

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

ASTRID DE PARRY, P. A.
114 West Rich Avenue
DeLand, Florida 32720

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.

ASTRID DE PARRY, P. A.

BY: _____

ASTRID DE PARRY

DATE: _____

March 22, 1995

P95000023989

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, P95000008257
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