

TO: DEPARTMENT OF STATE

STATE OF FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A. DOCUMENT TYPE: (((H95000004474)))

NAME: GROVE HOLDINGS CORP.

FAX AUDIT NUMBER: H95000004474 DATE REQUESTED: 04/20/1986

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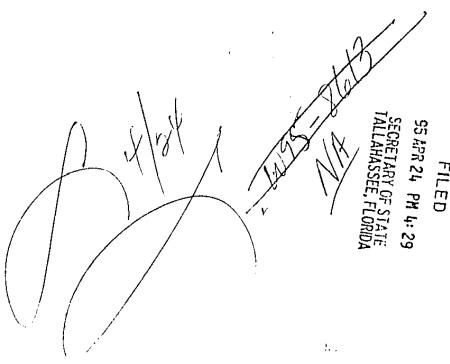
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FLORIDA DEPARTMENT OF STATE Sendre B. Mortham Secretary of State

April 21, 1995

EMPINE CURPORATE KIT COMPANY

MIAMI, FL 33135

SUBJECT: GROVE HOLDINGS CORP. REF: W95000008613

We have received your document for GROVE HOLDINGS CORP. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this latter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole Corporate Specialist FAX Aud. *: H95000004474 Letter Number: 795A00018901

Division of Corporations - P.O. Sox 532/ - Tallahauses, Florida 32314

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ARTICLES OF INCORPORATION

OF

MARY STREET ECLDINGS CORP.

The undersigned, desiring to form a corporation primital to Chapter 607 of the Florida Statutes, Florida Business Corporation Act, certifies:

APPICLE T

The name of the corporation is MARY STREET MOLDINGS CORP.

ARTICLE II DURATION

The period of existence of this corporation is perpetual.

ARTICLE III PURPOSE

The purpose for which this corporation is formed is to engage in any and all business permitted under the Florida Business Corporation Act.

POWERS

This corporation shall have the power to carry out any and all of its purposes, and said powers shall include, but not be limited to, the powers granted under mection 607.0302 of the Florida Busines: Corporation Act.

ARTICLE V CAPITAL STOCK

The total authorized capital stock of this corporation is 1000 shares of common stock without per value.

Proported by:

Kirk A. Jester, P.A. Fleride Ber Me. 438146 Two Setren Eunter, Suite 1209 9130 S. Badeland Rivd. Higgs, Ptoride 33156 (305) 670-3055

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APTICLE VI PREEMPTIVE RIGHTS

Each initial shareholder shall retain pro-rate preceptive rights as to the immunes of any additional shares in the future.

ARTICLE VII PRINCIPAL OFFICE

The location of the corporation's principal office is 834 Sevilla Avenue, Coral Gables, Florida 33134.

ANTICLE VIII INITIAL REGISTERED AGENT

The name of the corporation's initial registered agent upon whom process against this corporation may be served is: Mirk A. Jaslow, P.A., Two Datran Center, 9130 S. Dadeland Blvd., Suite 1209, Miami, Florida 33156.

ARTICLE IX INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of 1 director, who shall not be required to be a shareholder. The name and address of the person to serve as director is:

Marc M. Pearl 834 Sevilla Avenue Coral Gables, Pierida 33134

> APTICLE X INCORPORATORS

The name and address of the incorporator is:

Narc H. Pearl 834 Sevilla Avenue Coral Gables, Florida 33134

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ANTICLE XI

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

IN WITHESS WREERSOF, the undersigned Incorporator has executed these Articles of Incorporation this ______ day of April, 1995.

MARC H. PEARL, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

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Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MARC M. PMARL, who is personally known to me or who has produced a Florida driver's license as identification and who executed the foregoing Articles of Incorporation, and who acknowledged before me the execution of these Articles of Incorporation.

IN WITHESS WHEREOF, I have set my hand and affixed my official seal, in the state and county afficesaid, this ______ day of April, 1995.

HARA! KIAL A MISLOW

Motary Public, State of Florida

My commission expires:

KIRK A. JASLOW

Natary Franks, Gase of Franks
My Courte, Ballow Age St., 1988
No. CC 301611

Brace The Others Story Service

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MARY STREET HOLDINGS CORP. 834 STVILLA AVENUS CORAL GABLES, PLOSIDA 33134

MATERIAL PROPERTY.

That MARY STREET HOLDINGS CORP., desiring to organize under the laws of the State of Florida, and having its principal office at 834 Sevilla Avenue, Coral Gables, Florida 33134, has named Kirk A. Jaslow, P.A., Two Datran Center, 9130 S. Dadeland Blvd., Suite 1209, Miami, Florida 33156, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the corporation, and agree to comply with the applicable provisions of Florida law.

Dated this _______ day of April, 1995.

KIRK A JASLO

By: Little for Ca

Registered Agent

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