

P9500004055-3

J. DANIEL BREDE

Professional Association
Attorney at Law

Suite 201, East Building
1900 Corporate Blvd., N.W.
Boca Raton, FL 33431

(407) 241-8996

FAX (407) 241-7859

May 17, 1995

900001495780
-05/22/95--01068--010
****122.50 ****122.50

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

Re: GRUBER CONSULTANTS, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the captioned corporation. Also enclosed is a check in the amount of \$122.50 to cover fees as follows:

Filing fee	\$ 35.00
Resident agent fee	35.00
Certified copy	<u>52.50</u>

\$ 122.50

Please direct the certified copy of the Articles and any questions to the undersigned at the above address.

Sincerely yours,

J. Daniel Brede

J. DANIEL BREDE

JDB/nab
Enclosures

APB
5-23

FILED
95 MAY 22 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GRUBER CONSULTANTS, INC.**

95 MAY 22 AM 9:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation for profit under the provisions of Chapter 607 of the Florida Statutes.

ARTICLE I

The name of this corporation is GRUBER CONSULTANTS, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 10,000, \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 3912 S. Ocean Blvd., #610, Highland Beach, Florida 33487. The name of the corporation's initial registered agent is Robert J. Gruber.

ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is two (2). The name and street address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
ROBERT J. GRUBER	3912 S. Ocean Blvd., #610 Highland Beach, Florida 33487
MARIAN C. GRUBER	3912 S. Ocean Blvd., #610 Highland Beach, Florida 33487

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is Robert J. Gruber, 3912 S. Ocean Blvd., #610, Highland Beach, 33487.

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE X

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 9 day of May, 1995.


ROBERT J. GRUBER, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared ROBERT J. GRUBER, known to me to be the person described in and who executed the foregoing Articles of Incorporation of GRUBER CONSULTANTS, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 9 day of May, 1995.



Notary Public
My Commission Expires:



OFFICIAL SEAL
J. DANIEL BREDE
My Commission Expires
Oct. 24, 1996
Comm. No. CC 231433

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That GRUBER CONSULTANTS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named Robert J. Gruber as the person upon whom process may be served at the following address:

3912 S. Ocean Blvd., #610
Highland Beach, Florida 33487

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Robert J. Gruber

FILED
95 MAY 22 AM 9 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000040553
DANIEL BREDE
Professional Association
Attorney at Law

Suite 201, East Building
1900 Corporate Blvd., N.W.
Boca Raton, FL 33431

(407) 241-8996

FAX (407) 241-7859

February 26, 1996

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

700001728447
-02/28/96--01049--001
*****35.00 *****35.00

Re: GRUBER CONSULTANTS, INC.

Dear Sir/Madam:

Enclosed are the Articles of Dissolution for the captioned corporation. Also enclosed is a check in the amount of \$35.00 to cover the fee.

Please direct any questions to the undersigned at the above address.

Sincerely yours,


J. DANIEL BREDE

JDB/nab
Enclosures

FILED
96 FEB 28 PM 12:28
TALLAHASSEE, FLORIDA

Vd DIS
006
3-1

ARTICLES OF DISSOLUTION

FOR

GRUBER CONSULTANTS, INC.

Pursuant to Florida Statutes, Section 607.1402 and 607.1403, these Articles of Dissolution are hereby filed by GRUBER CONSULTANTS, INC., a Florida corporation, Florida document number P95000040553.

1. The name of the Corporation is GRUBER CONSULTANTS, INC.
2. Dissolution of this Corporation has been authorized by all sharcholders by Consent Resolution dated February 23, 1996, a signed copy of which is attached hereto. The number of sharcholders' votes cast in favor of dissolution was sufficient for approval (unanimous).
3. The effective date for dissolution is the date these Articles of Dissolution are filed with the Florida Department of State.

GRUBER CONSULTANTS, INC.

BY: J. Daniel Brede 96
J. Daniel Brede
Its President

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

FILED
FEB 28 PM 12:28
TAMPA, FLORIDA

Before me appeared J. Daniel Brede, the President of GRUBER CONSULTANTS, INC., to me well known and known to me to be the person described in and who executed the foregoing instrument, and swore to and acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 23 day of February, 1996.

Kelly J. Guttveg
Notary Public
My Commission Expires:



KELLY J. GUTTVEG
My Commission CC356403
Expires Sep. 06, 1998

WRITTEN CONSENT FOR CORPORATE ACTION

BY SOLE SHAREHOLDER OF

GRUBER CONSULTANTS, INC.

Pursuant to Florida Statutes Section 607.0704, the undersigned sole shareholder of GRUBER CONSULTANTS, INC., a Florida corporation (the "Corporation"), does hereby agree, consent to, adopt and order the following:

1. The undersigned, as sole shareholder of the Corporation, hereby waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirement that notice of such meeting be given.

2. The following resolutions are hereby adopted and approved:

RESOLVED, that the sole shareholder of the Corporation consents to the liquidation and dissolution of the Corporation; and it is

FURTHER RESOLVED, that the Corporation shall pay all of its debts, and assign any and all of its remaining assets of any kind whatsoever to its shareholder; and it is

FURTHER RESOLVED, that Comerica Bank & Trust, F.S.B., as Trustee of the Gruber Charitable Remainder Unitrust, in its capacity as Sole Shareholder of the Corporation, hereby elects J. Daniel Brede as President of the Corporation and he is hereby authorized and directed to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions and shall sign and cause to be filed with the Florida Department of State the Articles of Dissolution.

3. This Consent Resolution has been delivered to the Corporation this date.

4. The action contained herein shall be effective as of the date the Articles of Dissolution are filed with the Florida Department of State.

Dated: February 23, 1996

SHAREHOLDER:


COMERICA BANK & TRUST, F.S.B.

By: DAVID D. KELLER
Its VICE PRESIDENT