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Articles of Incorporation  
of

GROVE VENTURES, INC.

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 is Grove Ventures, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$0.01	Common

Thomas P. Morante, Esq.  
Cantor & Morante, P.A.  
Suite 500, Sun Bank Building  
777 Brickell Avenue  
Miami, Florida 33131  
Florida Bar No. 314331  
305-374-3886

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#### ARTICLE IV

##### REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is SunBank Building, Suite 500, 777 Brickell Avenue, Miami, County of Dade, and the name of its registered agent at such address is Thomas F. Morante.

#### ARTICLE V

##### PRINCIPAL OFFICE

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

Grove Ventures, Inc.  
751 Park of Commerce Drive  
Suite 118  
Boca Raton, Florida 33487

#### ARTICLE VI

##### DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Jorge H. Garcia  
751 Park of Commerce Drive  
Suite 118  
Boca Raton, FL 33487

Stuart M. Brenner  
751 Park of Commerce Drive  
Suite 118  
Boca Raton, FL 33487

Gregory A. Jones  
751 Park of Commerce Drive  
Suite 118  
Boca Raton, FL 33487

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ARTICLE VII

**INCORPORATOR**

The name of the Incorporator is Thomas F. Morante and the address of the Incorporator is SunBank Building, Suite 500, 777 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

**INDEMNIFICATION**

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 7<sup>th</sup> day of June, 1995.

Thomas F. Morante  
Thomas F. Morante, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

SS:

BEFORE ME, the undersigned authority, personally appeared Thomas F. Morante, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 7<sup>th</sup> day of June, 1995.

Mary Schaeffer  
Notary Public

My Commission Expires:



OFFICIAL SEAL  
MARY SCHAEFFER  
My Commission Expires  
Jan. 20, 1996  
Comm. No. 00170928

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**CERTIFICATE DESIGNATING REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, Grove Ventures, Inc. has named Thomas F. Morante, located at Suite 300, SunBank Building, 777 Brickell Avenue, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Thomas F. Morante hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 7<sup>th</sup> day of June, 1995.

REGISTERED AGENT:

By:

*Thomas F. Morante*  
Thomas F. Morante

FILED  
JUN 7 1995  
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