

P95000056262

KENT, RIDGE & CRAWFORD

ATTORNEYS AT LAW

225 WATER STREET, SUITE 900
JACKSONVILLE, FLORIDA 32202

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FREDERICK H. KENT
RETIREE
ISAAC L. LEVY, P.A.
OF COUNSEL

July 14, 1995

SEARCHED INDEXED
SERIALIZED FILED
JUL 19 1995
FBI - JACKSONVILLE
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FBI - JACKSONVILLE

CERTIFIED MAIL, RETURN
RECEIPT REQUESTED

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Ladies and Gentlemen:

Re: Groables, Inc.

Enclosed please find one original and one copy of the Articles of Incorporation of Groables, Inc. Please have the Articles filed as soon as possible and have the copy certified and return it to me. I have enclosed a check in the amount of \$122.50 to cover the filing fee and certification.

Please call if you have any questions.

Very truly yours,

Richard J. Lantinberg
Richard J. Lantinberg

RJL/pjr

Enclosures

RECEIVED
TALLAHASSEE, FLORIDA

35 JUL 18 AM 10:46

FILED

SN
7/20/95

ARTICLES OF INCORPORATION

OF

GROABLES, INC.

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95 JUL 18 AM 10:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
JUL 13 1995

We, the undersigned, hereby associate ourselves together, effective as of the 13th day of July, 1995, for the purpose of becoming a corporation for profit under the laws of the State of Florida under and pursuant to the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be Groables, Inc., and its mailing address is 2810 Beauclerc Road, Jacksonville, Florida 32257.

ARTICLE II.

The general nature of the businesses to be transacted by the corporation shall be as follows:

- (a) To engage in the business of inventing, manufacturing, developing, marketing and selling goods and products, and in connection therewith;
- (b) To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;
- (c) To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;
- (d) To acquire by subscription, purchase or otherwise, to hold for investment

or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and investment securities and choses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, choses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting power thereon;

(e) Without limit as to amount, to borrow money for the purposes of the corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;

(f) To acquire the good will, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities, of any person, firm, association or corporation; to pay therefor in cash, the stock, bonds, notes, debentures or other obligations of the corporation, or otherwise, or by undertaking the whole or

any part of the liabilities of the transferee; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

(g) To employ its surplus earnings or accumulated profits from time to time as its Directors may determine, to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Directors may from time to time determine, the stocks, bonds, debentures or other securities of the corporation, to the extent permitted by law;

(h) To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the corporation, including but not limited to arrangements for the sharing of profits, union of interests, joint ventures, franchising, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions;

(i) To have one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary,

suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the corporation, and that the objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

ARTICLE III.

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be ten thousand (10,000) shares having a par value of one Dollar \$1.00 per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable. Each Shareholder shall have the first right to purchase shares, and securities convertible into shares, of any class, kind or series of stock in the corporation that may from time to time be issued following the initial issuances as contemplated hereby, in the ratio that the number of shares held by such stockholder at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any stockholder who does not exercise it and pay for the shares or other securities preempted within thirty (30) days of a notice in writing from the Corporation stating the price, terms and conditions of the issue of the shares and inviting exercise of these preemptive rights. This right may also be waived by written waiver submitted by any Shareholder to the Corporation.

ARTICLE IV.

The corporation shall have perpetual existence.

ARTICLE V.

The street address of the initial registered office of this corporation in Florida shall be 225 Water Street, Suite 900, Jacksonville, Florida 32202, and its initial registered agent at that address shall be Richard J. Lantinberg, Esq. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.

ARTICLE VI.

The number of the directors of this corporation shall be as fixed from time to time by the provisions of the By-Laws, and shall be not more than seven (7) nor less than one (1).

ARTICLE VII.

The name and street address of the sole member of the first Board of Directors who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until his successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
Richard J. Lantinberg	2810 Beauclerc Road Jacksonville, FL 32257

ARTICLE VIII.

The names and street addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
John R. Crawford	225 Water Street, Suite 900 Jacksonville, Florida 32202
Amanda Jo Baker	225 Water Street, Suite 900 Jacksonville, Florida 32202

ARTICLE IX.

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved by the stockholders.

(2) Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the By-Laws of the corporation, but any By-Law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as from time to time may be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

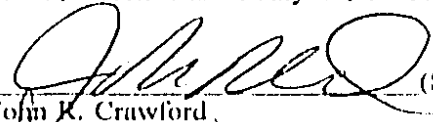
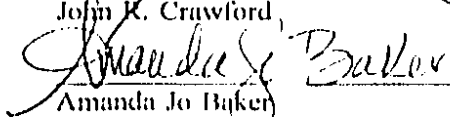
(4) No Director or officer of this corporation shall, in the absence of fraud, be disqualified by his or her office from dealing or contracting with this corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this corporation be void or voidable or affected by reason of the fact that any such director or officer, or any firm of which any such director or officer is a member or any employee, or any corporation of which any such director or officer is an officer, director, stockholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this corporation, even though the vote of the director or directors or officer or officers having such interest shall have been necessary to obligate this corporation upon such contract, transaction or act; and no director or directors or officer or officers having such interest shall be liable to this corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such director or directors or officer or officers be accountable for any gains or profits realized thereon.

ARTICLE X.

This corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the

Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all on this 12 day of July, 1995, effective as of July 20, 1995.

 (SEAL)
John R. Crawford
 (SEAL)
Amanda Jo Baker

STATE OF FLORIDA

COUNTY OF DUVAL

Before me personally appeared this day John R. Crawford and Amanda Jo Baker, the parties to the foregoing Articles of Incorporation, to me well known and to me known to be the individuals described in and who executed the foregoing Articles of Incorporation and who are all personally known to me, and who acknowledged before me that they each made, subscribed and acknowledged the foregoing Articles of Incorporation as their voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 13th day of July, 1995.


Signature of Notary Public

Amy C. Tucker
Printed Name of Notary Public

Notary Public, State and County
aforesaid

My commission expires: 4/26/99

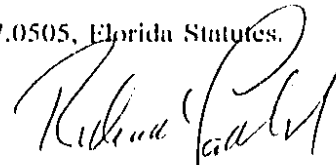
(Notarial Seal)



AMY C. TUCKER
MY COMMISSION # CC455379 EXPIRES
April 26, 1999
BONDED TO THE TROY FAIR INSURANCE CO.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Groables, Inc., a Florida corporation, at the place designated in the Articles of Incorporation of said corporation, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge acceptance of the obligations imposed upon registered agents by section 607.0505, Florida Statutes.



Registered Agent

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95 JUL 18 AM 10:46
TALLAHASSEE, FLORIDA

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KENT, RIDGE & CRAWFORD

ATTORNEYS AT LAW

225 WATER STREET, SUITE 800

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TELEPHONE (904) 353-1000
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FREDERICK H. KENT
RETIRED
ISAAC L. LEVY, P.A.
OF COUNSEL

August 28, 1995

CERTIFIED MAIL, RETURN
RECEIPT REQUESTED

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

Ladies and Gentlemen:

Re: Groables, Inc.

Enclosed please find one original executed copy and one counterpart of the Certificate As To Amendment of Articles of Incorporation of Groables, Inc.

Please have the amendment filed as soon as possible and have the counterpart certified and return it to me. I have enclosed a check in the amount of \$87.50 to cover the filing fee and certification.

Please call if you have any questions.

Very truly yours,

Richard J. Lantiberg
Richard J. Lantiberg

RJL/pjr

Enclosures

FILED
1995 SEP -6 AM 11:33
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

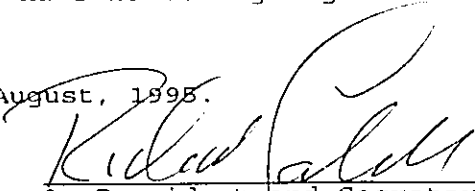
CERTIFICATE AS TO AMENDMENT OF
ARTICLES OF INCORPORATION OF
GROABLES, INC.

FILED
1995 SEP -6 AM 11:33
CLERK OF DISTRICT COURT
1201 ANAHEIM, FLORIDA

I, Richard J. Lantinberg, hereby certify that I am President and Secretary of Groables, Inc., a Florida corporation. I further certify that the following resolution relating to the amendment of the Articles of Incorporation of said corporation was unanimously adopted by the stockholders and directors of said corporation at a special joint meeting of the stockholders and directors duly called and held on August 22, 1995 at which notice of the changes to be made was given:

BE IT RESOLVED, that, effective immediately, Article III of the Articles of Incorporation of this corporation are hereby amended to change the maximum number of shares of stock that the corporation is authorized to have outstanding at any time to twenty thousand (20,000) shares of Common Stock, divided into two classes, ten thousand (10,000) shares of voting stock (hereafter called Class "A" Common Stock), par value one dollar (\$1.00) per share, and ten thousand (10,000) shares of non-voting stock (hereafter called Class "B" Common Stock), par value one dollar (\$1.00) per share. All stock issued shall be fully paid and non assessable. The two classes of stock shall be identical except that the Class "B" Common Stock shall have no voting rights whatsoever.

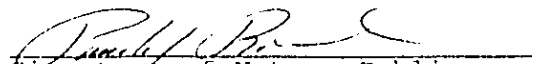
Executed this 30th day of August, 1995.

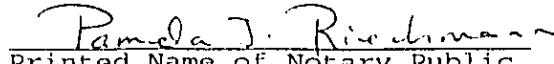

As President and Secretary of
Groables, Inc.

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th
day of August 1995, by Richard L. Lantierberg, an President and
Secretary, of Groables, Inc., a Florida corporation, on behalf of
said corporation, and who is personally
known to me or who has produced _____ as
identification.



Signature of Notary Public


Printed Name of Notary Public
Notary Public, State of Florida
My commission expires: 11/6/98

(Notarial Seal)

PAMELA J. RIECHMANN
COMMISSION # CC418923 EXPIRES
November 6, 1998
UNITED THRU TROY FAIN INSURANCE, INC.