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ROGER A. BRIDGES  
ATTORNEY AT LAW  
STATE BAR OF FLORIDA  
CORAL GABLES, FLORIDA 33134

July 28, 1995

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

Re: THE COCONUT GROVER PUBLISHING, INC.

Gentlemen:

Enclosed are original and duplicate Articles of Incorporation re the above, together with my check in the amount of \$122.50.

Please file the original Articles and return the certified duplicate to me in the stamped preaddressed envelope attached.

Sincerely yours,

*Roger A. Bridges*

Roger A. Bridges

RAB:dks

Enc.

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-00751735--01052--010  
\*\*\*\*122.50 \*\*\*\*122.50

*789,502,671  
W95-15568*

D. BROWN AUG 3 1 1995



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 2, 1995

ROGER A. BRIDGES, ESQ.  
334 MINORCA AVENUE  
SUITE 200  
CORAL GABLES, FL 33134

RECEIVED

AUG 7 1995

SUBJECT: THE COCONUT GROVER PUBLISHING INC.  
Ref. Number: W95000015563

ROGER A. BRIDGES  
ATTORNEY AT LAW

We have received your document for THE COCONUT GROVER PUBLISHING INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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 letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 295A00036434

**ARTICLES OF INCORPORATION**  
**OF**  
**GROVE PUBLISHING, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person under no legal disability, hereby forms a corporation under the laws of the State of Florida

**ARTICLE 1**  
**NAME**

The name of this Corporation is **GROVE PUBLISHING, INC.**

**ARTICLE 2**  
**NATURE OF BUSINESS**

This Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE 3**  
**CAPITAL STOCK**

This Corporation is authorized to issue two (2) Classes of Stock to be designated as "Preferred" and "Common", respectively. The total number of shares that may be issued by this Corporation is:

- A. SIX (6) shares of Preferred Stock at a par value of \$4,000.00 per share; and
- B. FIVE THOUSAND (5000) shares of Common Stock at a par value of 10¢ per share.

The nature and extent of the preferences, rights, privileges and restrictions granted to or imposed upon the holders of the respective classes of stock are as follows:

- A. The holders of the Common Stock shall be entitled to a voice in the management of the Corporation and shall have full voting powers at any stockholder's meeting.
- B. The holders of the Preferred Stock shall not be entitled to any voice in the management of the Corporation and shall not have any voting powers at any stockholder's meeting.
- C. No holder of stock of the Corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any part of any stock now or subsequently

authorized to be issued, or shares of the stock, held in the treasury of the Corporation.

- D. The holders of the Preferred Stock shall be entitled to receive from the surplus or net profits arising from the business of the Corporation a fixed yearly dividend of \$200.00 per share payable annually within thirty (30) days after the close of the Corporation's fiscal year, before any dividend shall be set apart or paid on the Common Stock. Such payment will not be cumulative.
- E. In the event of liquidation or dissolution or winding up (whether voluntary or involuntary) of the Corporation, the holders of the Preferred Stock shall be entitled to be paid pursuant to paragraph D, above, plus the sum of \$4,000.00 per share before any amount shall be paid to the holders of the Common Stock. After payment to the holders of the Preferred Shares, the remaining assets and funds shall be divided and paid to the holders of the Common Stock prorata, according to their respective shares.
- F. On or after January 1, 1997, the Corporation shall have the right to purchase, redeem, retire and cancel all of the outstanding Preferred Stock of the Corporation on any dividend date or upon thirty (30) days written notice to the holder or holders of the Preferred Stock. In such event, the Corporation shall pay to the respective holders of the Preferred Shares a sum equal to \$4,500.00 per share of the stock retired and cancelled together with all dividends, if any.

#### **ARTICLE 4** **TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 5**

The street address of the initial business office of this Corporation is 2980 McFarlane Road, Suite 204, Coconut Grove, Florida 33133, and the name of the initial registered agent of this Corporation is **ROGER A. BRIDGES**, 334 Minorca Avenue, Suite 200, Coral Gables, Florida 33134.

#### **ARTICLE 6** **DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by vote of the stockholders as the By-Laws direct, but shall never be less than one (1). The name and street address of the member of the first Board of Directors are as follows:

**ELENA V. CARPENTER**

**7452 N. W. 8 Street  
Miami, Florida 33126**

**JOHN KING**

**3549 Loquat Avenue  
Coconut Grove, Florida 33133**

#### **ARTICLE 7** **INCORPORATORS**

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

**ELENA V. CARPENTER**

**7452 N. W. 8 Street  
Miami, Florida 33126**

**JOHN KING**

**3549 Loquat Avenue  
Coconut Grove, Florida 33133**

#### **ARTICLE 8** **SPECIAL CHARTER PROVISIONS**

1. No contract or other transaction between this Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation be owned by this Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation; any director, individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he or such firm is not interested shall be disclosed or shall have been known to the board of directors, or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this Corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

2. Upon determination by the Board of Directors that the conditions of Section 1244 of the Internal Revenue Code of the United States are met with respect to any issue

of the capital stock authorized by these Articles of Incorporation, all or any part of such capital stock shall be issued as such "Section 1244 Stock", entitling the owner or owners thereof to the benefits provided by said Section 1244.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of July, 1995.

Elena V. Carpenter  
ELENA V. CARPENTER  
John King  
JOHN KING

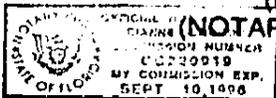
STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ELENA V. CARPENTER and JOHN KING**, personally known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 22 day of July, 1995.

Elena V. Carpenter personally known to me.  
John King produced Florida Driver's License No. K520-477-45-205-0  
Dianne Scroggs  
NOTARY PUBLIC, State of Florida  
at Large.  
Dianne Scroggs  
(Print Name)

My Commission Expires:



I hereby accept designation as Registered Agent of  
**PUBLISHING, INC.**

**GROVE**

Roger A. Bridges  
ROGER A. BRIDGES

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED

DATE 01-01-95 BY SP4/S