

P96000000750

ASTRID DE PARRY, P.A.

ATTORNEY AT LAW
114 WEST NICH AVENUE
DELAND, FLORIDA 32720

PHONE: (904) 738-3400
FAX: (904) 738-4300

December 19, 1995

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 20 AM 8:30

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-12/20/95--01082--001
***345.00 ***122.50

Re: Robert Granoff Corporation

Dear Sir or Madam:

I am enclosing the following documents for filing:

1. Articles of Incorporation for Robert Granoff Corporation;
2. Registered Agent Designation for Robert Granoff Corporation;
3. Articles of Merger of Robert Granoff Corporation, Robert Granoff Corp., Harry Granoff Corporation and Mitchell Robert Corporation.

Please file these documents in the order set forth above.

I am enclosing my firm's check #1488 in the total amount of \$345.00. This represents \$35.00 filing fee, \$35.00 Registered Agent Designation and \$52.50 for a certified copy of the Articles of Incorporation and \$35.00 each for the four parties to the Articles of Merger and \$52.50 for a certified copy of the Articles of Merger. Please send the acknowledgment of filing and two certified copies to the undersigned counsel in the enclosed, self-addressed envelope. Thank you for your courtesies in this regard.

Very truly yours,

Astrid de Parry

Astrid de Parry, P. A.

AdP/bw
cc: Harry Granoff

ARTICLES OF INCORPORATION
OF
ROBERT GRANOFF CORPORATION

EFFECTIVE DATE
12-22-95

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 shall be:

ROBERT GRANOFF CORPORATION

ARTICLE II

Duration

The period of duration is perpetual.

ARTICLE III

Purpose

The purpose for which the corporation is organized is the transaction of any or all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

Shares

The aggregate number of shares which the corporation shall have authority to issue is 7,000 shares of the par value of \$1.00 each. The shares shall be designated as Common Stock and shall have identical rights and privileges in every respect.

ARTICLE V

Commencement Date

The corporation shall commence to exist on December 22, 1995 at 12:00 A.M.

ARTICLE VI

No Preemptive Rights

No shareholder or other person shall have any preemptive rights whatsoever.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 20 AM 8:30

ARTICLE VII

Bylaws

The shareholders of the corporation hereby delegate to the Board of Directors the power to adopt, alter, amend, or repeal the bylaws of the corporation.

ARTICLE VIII

Non-cumulative Voting

Directors shall be elected by plurality vote. Cumulative voting shall not be permitted.

ARTICLE IX

Interested Directors, Officers and Shareholders

A. Validity. If paragraph B of this Article IX is satisfied, no contract or other transaction between the corporation and any of its directors, officers or shareholders (or any corporation or firm in which any of them are directly or indirectly interested) shall be invalid solely because of this relationship or because of the presence of such director, officer or shareholder at the meeting authorizing such contract or transaction, or his participation in such meeting or authorization.

B. Disclosure, Approval, Fairness. Paragraph A of this Article IX shall apply only if:

(1) The material facts of the relationship or interest of each director, officer or shareholder are known or disclosed:

(a) To the Board of Directors and it nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or

(b) To the shareholders and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested person to be counted for quorum and voting purposes; or

(2) The contract or transaction is fair to the corporation as of the time it is authorized or ratified by the Board of Directors, a committee of the board, or the shareholders.

C. Non-Exclusive. This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision.

ARTICLE X

Indemnification

A. Persons. The corporation shall indemnify, to the extent provided in paragraphs B, D or F of this Article X:

(1) Any person who is or was a director, officer, agent or employee of the corporation, and

(2) Any person who serves or served at the corporation's request as a director, officer, agent, employee, partner or trustee of another corporation or of a partnership, joint venture, trust or other enterprise.

B. Extent - Derivative Suits. In case of a suit by or in the right of the corporation against a person named in paragraph A by reason of his holding a position named in paragraph A, the corporation shall indemnify him if he satisfies the standard in paragraph C, for expenses (including attorney's fees but excluding amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of the suit.

C. Standard - Derivative Suits. In case of a suit by or in the right of the corporation, a person named in paragraph A shall be indemnified only if:

(1) He is successful on the merits or otherwise, or

(2) He acted in good faith in the transaction which is the subject of the suit, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation. He shall not, however, be indemnified in respect of any claim, issue or matter as to which he has been adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless (and only to the extent that) the court in which the suit was brought shall determine, upon application, that, despite the adjudication but in view of all circumstances, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

D. Extent - Nonderivative Suits. In case of a suit, action or proceeding (whether civil, criminal, administrative or investigative) - other than a suit by or in the right of the corporation - together hereafter referred to as a nonderivative suit, against a person named in paragraph A by reason of his holding a position named in paragraph A, the corporation shall indemnify him if he satisfies the standard in paragraph E, for amounts actually and reasonably incurred by him in connection with the defense or settlement of the nonderivative suit as:

- (1) Expenses (including attorney's fees);
- (2) Amounts paid in settlement;
- (3) Judgments; and
- (4) Fines.

E. Standard - Nonderivative Suits. In case of a nonderivative suit, a person named in paragraph A shall be indemnified only if:

- (1) He is successful on the merits or otherwise, or
- (2) He acted in good faith in the transaction which is the subject of the nonderivative suit, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, he had no reason to believe his conduct was unlawful. The termination of a nonderivative suit by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy the standard of this paragraph E(2).

F. Determination That Standard Has Been Met. A determination that the standard of paragraph C or E has been satisfied may be made by a court; or, except as stated in paragraph E(2) (second sentence), the determination may be made by:

- (1) A majority of the directors of the corporation (whether or not a quorum) who were not parties to the action, suit or proceeding, or
- (2) Independent legal counsel in a written opinion, or
- (3) The shareholders of the corporation.

G. Proration. Anyone making a determination under paragraph F may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

H. Advance Payment. The corporation may pay in advance any expenses (including attorneys' fees) which may become subject to indemnification under paragraphs A-G if:

- (1) The Board of Directors authorizes the specific payment and
- (2) The person receiving the payment undertakes in writing to repay unless it is ultimately determined that he is entitled to indemnification by the corporation under paragraphs A-G.

I. Nonexclusive. The indemnification provided by paragraphs A-G shall not be exclusive of any other rights to which a person

may be entitled by law, bylaw, agreement, vote of shareholders or disinterested directors, or otherwise.

J. Continuation. The indemnification and advance payment provided by paragraphs A-H shall continue as to a person who has ceased to hold a position named in paragraph A and shall inure to his heirs, executors and administrators.

K. Insurance. The corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in paragraph A, against any liability incurred by him in any such position, or arising out of his status as such, whether or not the corporation would have power to indemnify him against such liability under paragraphs A-H.

L. Reports. Indemnification payments, advance payments and insurance payments made under paragraphs A-K shall be reported in writing to the shareholders of the corporation with the next notice of annual meeting, or within six months, whichever is sooner.

ARTICLE XI

Principal Office

The principal place of business and street address of this Corporation shall be:

481 Deltona Boulevard
Deltona, FL 32725

ARTICLE XII

Initial Registered Agent and Street Address

The name and street address of the initial Registered Agent of the Corporation is:

Harry Granoff
481 Deltona Boulevard
Deltona, FL 32725

ARTICLE XIII

Initial Directors

The number of directors constituting the initial Board of Directors is one. The name and street address of the person who is to serve as director until the first annual meeting of the shareholders, or until his successor is elected and qualified is:

Harry Granoff
481 Deltona Boulevard
Deltona, FL 32725

ARTICLE XIV

Restriction on Shares of Common Stock

In accordance with the provisions of Article 607.0627 of the Florida Business Corporation Act, a restriction on the transfer of shares of the common stock of this corporation shall be valid if it is imposed by either (i) the Articles of Incorporation, or (ii) by the bylaws, or (iii) by a written agreement among any number of the holders of such securities, or by a written agreement among any number of the holders of such securities and the corporation provided a counterpart of such agreement shall be placed on file by the corporation at its principal place of business and its registered office where it shall be subject to the same right of examination by a shareholder of the corporation, in person or by agent, attorney or accountant, as are the books and records of the corporation. Such restriction shall be conspicuously noted on all certificates evidencing the common stock of the corporation.

ARTICLE XV

Incorporators

The name and street address of the incorporator is:

Harry Granoff
481 Deltona Boulevard
Deltona, FL 32 25

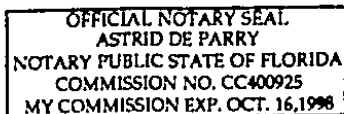
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 19th day of December, 1995.

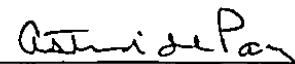

HARRY GRANOFF

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Harry Granoff, to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 19th day of December, 1995




ASTRID DE PARRY, NOTARY PUBLIC

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is:

ROBERT GRANOFF CORPORATION

2. The name and address of the registered agent and office is:

HARRY GRANOFF
481 Deltona Boulevard
Deltona, FL 32725

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By: 
HARRY GRANOFF

Date: 12/17/75

P96000000750

Astrod De Percy, P.A.
(Requestor's Name)
114 W. Rich Ave.
(Address)
Deland FL 32720
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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***345.00 ***222.50

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input checked="" type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

SH JAN - 4 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 20 AM 8:38

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

ROBERT GRANOFF CORP., a Texas corporation qualified in Florida, 842472

HARRY GRANOFF CORPORATION, a Florida corporation, P95000006257

MITCHELL ROBERT CORPORATION, a Florida corporation, P95000023989

INTO

ROBERT GRANOFF CORPORATION, a Florida corporation, P96000000750

File date: December 20, 1995, effective December 22, 1995

Corporate Specialist: Steven Harris

EFFECTIVE DATE
12-22-95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 DEC 20 AM 8:39

ARTICLES OF MERGER

OF

ROBERT GRANOFF CORPORATION

ROBERT GRANOFF CORP.

HARRY GRANOFF CORPORATION

MITCHELL ROBERT CORPORATION

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act and Article 5.01 of the Texas Business Corporation Act, the undersigned corporations approved a plan of merger and hereby adopt these Articles of Merger:

ARTICLE I

Names

The names of the corporations which are parties to the plan of merger are Robert Granoff Corporation, a Florida corporation, Robert Granoff Corp., a Texas corporation, Harry Granoff Corporation, a Florida corporation, and Mitchell Robert Corporation, a Florida corporation. The name of the surviving corporation is Robert Granoff Corporation, a Florida corporation (hereinafter "the Surviving Corporation").

ARTICLE II

Plan of Merger

Upon the merger, each share of common stock of Robert Granoff Corp., a Texas corporation, shall be converted into one (1) share of common stock of the Surviving Corporation. Upon the merger, each one hundred (100) shares of common stock of Harry Granoff Corporation and Mitchell Robert Corporation shall be converted into .125 shares of common stock of the Surviving Corporation.

The present number of shares which Robert Granoff Corp., a Texas corporation, is authorized to issue is seven thousand (7,000) shares of one dollar (\$1.00) par value common stock, of which two hundred (200) shares are now issued and outstanding.

The present number of shares which Harry Granoff Corporation is authorized to issue is one hundred (100) shares of one dollar par value common stock, of which one hundred (100) shares are now issued and outstanding.

The present number of shares which Mitchell Robert Corporation is authorized to issue is one hundred (100) shares of one dollar (\$1.00) par value common stock, of which one hundred (100) shares are now issued and outstanding.

The present number of shares which the Surviving Corporation is authorized to issue is seven thousand (7,000) shares of one dollar (\$1.00) par value common stock, of which no shares are now issued or outstanding. After the merger, two hundred and one-quarter (200.25) shares of common stock shall be issued and outstanding.

Upon the merger, the title to all real estate and other property, or any interest therein, owned by each corporation party to the merger is vested in the Surviving Corporation without reversion or impairment; including but not limited to, that certain real property owned by Robert Granoff Corp. and described in O.R. Book 2049, Page 1004, and that certain real property owned by Harry Granoff Corporation and described in O.R. Book 4013, Page 4971, and that certain real property owned by Mitchell Robert Corporation and described in O.R. Book 3992, Page 4731, all in the Public Records of Volusia County, Florida.

The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of each party to the merger, including but not limited to, that certain mortgage in favor of SunBank of Volusia County, dated November 21, 1985 and recorded in O.R. Book 2755, Page 1606, in the Public Records of Volusia County, Florida, as subsequently modified and extended.

The Articles of Incorporation of the Surviving Corporation are attached hereto as Exhibit A. The Surviving Corporation shall pay the fair value of any shares held by a shareholder of Robert Granoff Corp., a Texas corporation, who has complied with the requirements of Article 5.12 of the Texas Business Corporation Act for the recovery of the fair value of his shares.

ARTICLE III

Effective Date

The merger of the undersigned corporations will become effective December 22, 1995 at 12:01 A.M.

ARTICLE IV

Adoption of Plan of Merger

The sole incorporator of the surviving corporation adopted and approved the plan of merger on December 19, 1995. The sole director and common shareholder of Harry Granoff Corporation adopted and approved the plan of merger on December 19, 1995. The sole director and common shareholder of Mitchell Robert Corporation adopted and approved the plan of merger on December 19, 1995. The Board of Directors and all of the common shareholders of Robert Granoff Corp., a Texas corporation, adopted and approved the plan of merger on December 19, 1995.

ROBERT GRANOFF CORPORATION,
a Florida corporation

By: *[Signature]*
HARRY GRANOFF, INCORPORATOR

ROBERT GRANOFF CORP.,
a Texas corporation

By: *[Signature]*
HARRY GRANOFF, PRESIDENT

MITCHELL ROBERT CORPORATION,
a Florida corporation

By: *[Signature]*
HARRY GRANOFF, PRESIDENT

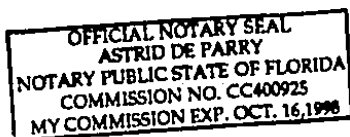
HARRY GRANOFF CORPORATION,
a Florida corporation

By: *[Signature]*
HARRY GRANOFF, PRESIDENT

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority and officer duly authorized to administer oaths and take acknowledgments, personally appeared HARRY GRANOFF, to me well known to be the person who executed the foregoing Articles of Merger and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 19th day of December, 1995.



Astrid de Parry
Astrid de Parry, Notary Public

ARTICLES OF INCORPORATION
OF
ROBERT GRANOFF CORPORATION

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 shall be:

ROBERT GRANOFF CORPORATION

ARTICLE II

Duration

The period of duration is perpetual.

ARTICLE III

Purpose

The purpose for which the corporation is organized is the transaction of any or all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

Shares

The aggregate number of shares which the corporation shall have authority to issue is 7,000 shares of the par value of \$1.00 each. The shares shall be designated as Common Stock and shall have identical rights and privileges in every respect.

ARTICLE V

Commencement Date

The corporation shall commence to exist on December 22, 1995 at 12:00 A.M.

ARTICLE VI

No Preemptive Rights

No shareholder or other person shall have any preemptive rights whatsoever.

ARTICLE VII

Bylaws

The shareholders of the corporation hereby delegate to the Board of Directors the power to adopt, alter, amend, or repeal the bylaws of the corporation.

ARTICLE VIII

Non-cumulative Voting

Directors shall be elected by plurality vote. Cumulative voting shall not be permitted.

ARTICLE IX

Interested Directors, Officers and Shareholders

A. Validity. If paragraph B of this Article IX is satisfied, no contract or other transaction between the corporation and any of its directors, officers or shareholders (or any corporation or firm in which any of them are directly or indirectly interested) shall be invalid solely because of this relationship or because of the presence of such director, officer or shareholder at the meeting authorizing such contract or transaction, or his participation in such meeting or authorization.

B. Disclosure, Approval, Fairness. Paragraph A of this Article IX shall apply only if:

(1) The material facts of the relationship or interest of each director, officer or shareholder are known or disclosed:

(a) To the Board of Directors and it nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or

(b) To the shareholders and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested person to be counted for quorum and voting purposes; or

(2) The contract or transaction is fair to the corporation as of the time it is authorized or ratified by the Board of Directors, a committee of the board, or the shareholders.

C. Non-Exclusive. This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision.

ARTICLE X

Indemnification

A. Persons. The corporation shall indemnify, to the extent provided in paragraphs B, D or F of this Article X:

(1) Any person who is or was a director, officer, agent or employee of the corporation, and

(2) Any person who serves or served at the corporation's request as a director, officer, agent, employee, partner or trustee of another corporation or of a partnership, joint venture, trust or other enterprise.

B. Extent - Derivative Suits. In case of a suit by or in the right of the corporation against a person named in paragraph A by reason of his holding a position named in paragraph A, the corporation shall indemnify him if he satisfies the standard in paragraph C, for expenses (including attorney's fees but excluding amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of the suit.

C. Standard - Derivative Suits. In case of a suit by or in the right of the corporation, a person named in paragraph A shall be indemnified only if:

(1) He is successful on the merits or otherwise, or

(2) He acted in good faith in the transaction which is the subject of the suit, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation. He shall not, however, be indemnified in respect of any claim, issue or matter as to which he has been adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless (and only to the extent that) the court in which the suit was brought shall determine, upon application, that, despite the adjudication but in view of all circumstances, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

D. Extent - Nonderivative Suits. In case of a suit, action or proceeding (whether civil, criminal, administrative or investigative) - other than a suit by or in the right of the corporation - together hereafter referred to as a nonderivative suit, against a person named in paragraph A by reason of his holding a position named in paragraph A, the corporation shall indemnify him if he satisfies the standard in paragraph E, for amounts actually and reasonably incurred by him in connection with the defense or settlement of the nonderivative suit as:

- (1) Expenses (including attorney's fees);
- (2) Amounts paid in settlement;
- (3) Judgments; and
- (4) Fines.

E. Standard - Nonderivative Suits. In case of a nonderivative suit, a person named in paragraph A shall be indemnified only if:

- (1) He is successful on the merits or otherwise, or
- (2) He acted in good faith in the transaction which is the subject of the nonderivative suit, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, he had no reason to believe his conduct was unlawful. The termination of a nonderivative suit by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy the standard of this paragraph E(2).

F. Determination That Standard Has Been Met. A determination that the standard of paragraph C or E has been satisfied may be made by a court; or, except as stated in paragraph E(2) (second sentence), the determination may be made by:

- (1) A majority of the directors of the corporation (whether or not a quorum) who were not parties to the action, suit or proceeding, or
- (2) Independent legal counsel in a written opinion, or
- (3) The shareholders of the corporation.

G. Proration. Anyone making a determination under paragraph F may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

H. Advance Payment. The corporation may pay in advance any expenses (including attorneys' fees) which may become subject to indemnification under paragraphs A-G if:

- (1) The Board of Directors authorizes the specific payment and
- (2) The person receiving the payment undertakes in writing to repay unless it is ultimately determined that he is entitled to indemnification by the corporation under paragraphs A-G.

I. Nonexclusive. The indemnification provided by paragraphs A-G shall not be exclusive of any other rights to which a person

may be entitled by law, bylaw, agreement, vote of shareholders or disinterested directors, or otherwise.

J. Continuation. The indemnification and advance payment provided by paragraphs A-H shall continue as to a person who has ceased to hold a position named in paragraph A and shall inure to his heirs, executors and administrators.

K. Insurance. The corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in paragraph A, against any liability incurred by him in any such position, or arising out of his status as such, whether or not the corporation would have power to indemnify him against such liability under paragraphs A-H.

L. Reports. Indemnification payments, advance payments and insurance payments made under paragraphs A-K shall be reported in writing to the shareholders of the corporation with the next notice of annual meeting, or within six months, whichever is sooner.

ARTICLE XI

Principal Office

The principal place of business and street address of this Corporation shall be:

481 Deltona Boulevard
Deltona, FL 32725

ARTICLE XII

Initial Registered Agent and Street Address

The name and street address of the initial Registered Agent of the Corporation is:

Harry Granoff
481 Deltona Boulevard
Deltona, FL 32725

ARTICLE XIII

Initial Directors

The number of directors constituting the initial Board of Directors is one. The name and street address of the person who is to serve as director until the first annual meeting of the shareholders, or until his successor is elected and qualified is:

Harry Granoff
481 Deltona Boulevard
Deltona, FL 32725

ARTICLE XIV

Restriction on Shares of Common Stock

In accordance with the provisions of Article 607.0627 of the Florida Business Corporation Act, a restriction on the transfer of shares of the common stock of this corporation shall be valid if it is imposed by either (i) the Articles of Incorporation, or (ii) by the bylaws, or (iii) by a written agreement among any number of the holders of such securities, or by a written agreement among any number of the holders of such securities and the corporation provided a counterpart of such agreement shall be placed on file by the corporation at its principal place of business and its registered office where it shall be subject to the same right of examination by a shareholder of the corporation, in person or by agent, attorney or accountant, as are the books and records of the corporation. Such restriction shall be conspicuously noted on all certificates evidencing the common stock of the corporation.

ARTICLE XV

Incorporators

The name and street address of the incorporator is:

Harry Granoff
481 Deltona Boulevard
Deltona, FL 32725

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 19th day of December, 1995.

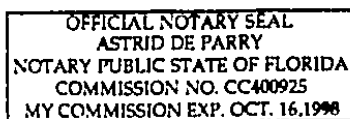


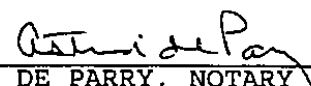
HARRY GRANOFF

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Harry Granoff, to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 19th day of December, 1995





ASTRID DE PARRY, NOTARY PUBLIC

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is:

ROBERT GRANOFF CORPORATION

2. The name and address of the registered agent and office is:

HARRY GRANOFF
481 Deltona Boulevard
Deltona, FL 32725

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By: 

HARRY GRANOFF

Date: 12/16/75