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GONZALO R. ANDUX  
ATTORNEY-AT-LAW

200 W. Forsyth Street • Suite 800  
Jacksonville, Florida 32202

December 19, 1995

(904) 385-0129  
Fax (904) 388-7091

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

EFFECTIVE DATE

1-2-96

900001671888  
-12/27/95--01037--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Grampa's Enterprises, Inc.

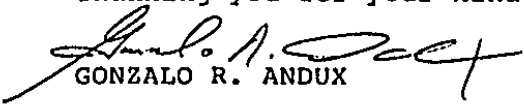
Gentlemen:

Enclosed please find the proposed Articles of Incorporation for the above-mentioned corporation, and check for \$122.50 to cover the corresponding filing fees, designation of registered agent's fee, and a certified copy of said Articles.


Please note that the effective date should be January 2, 1995, the date in which my clients will commence business. I am requesting that the filing be made in a way and manner that will avoid the necessity to file an annual report in 1996.

All correspondence must be directed to my attention.

Thanking you for your kind assistance in this matter, I remain,

  
GONZALO R. ANDUX

GRA/ea  
Enclosures:

1-4-96  


FILED  
55 DEC 26 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

GRAMPA'S ENTERPRISES, INC.

EFFECTIVE DATE  
1-2-96

FILED  
55 DEC 26 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract hereby subscribes and forms a corporation for profit under the laws of the State of Florida.

**ARTICLE ONE: NAME.**

The name of this corporation is: GRAMPA'S ENTERPRISES, INC.

**ARTICLE TWO: NATURE OF BUSINESS.**

The general nature of the business to be transacted by THIS Corporation is to engaged in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE THREE: CAPITAL STOCK.**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each share having a par value of One and No/100 (\$1.00) Dollars, being subject to the following restriction of transfer, which restriction shall appear on the back of each certificate of stock, as follows: "Each stockholder shall offer first to the corporation, and then to the other stockholders, a thirty (30) days First Refusal Option to purchase the stock should the stockholder elects to sell said stock".

**ARTICLE FOUR: INITIAL CAPITAL.**

The initial capital with which this corporation shall begin business is One Hundred and No/100 (\$100.00) Dollars, represented by One Hundred Shares of common stock.

**ARTICLE FIVE: TERM OF EXISTENCE.**

This corporation shall have perpetual existence.

**ARTICLE SIX: ADDRESS.**

The initial address of the principal office of this corporation is 200 W. Forsyth Street, Suite 800, Jacksonville, Florida 32202. The Board of Directors may from time to time move the office of the Corporation to any place in Florida.

**ARTICLE SEVEN: DIRECTORS.**

This corporation shall have two (2) directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws of the Corporation, but shall never be less than one.

**ARTICLE EIGHT: INITIAL DIRECTORS.**

The name and post office address of the initial director of this corporation are:

C. Roberto Andrade  
6628 Nightingale Road  
Jacksonville, FL 32216

Sergio F. Arnaiz  
5230 River Park Drive  
Jacksonville, FL 32211

**ARTICLE NINE: PRE-EMPTIVE RIGHTS.**

Each stockholder of this corporation shall, on the sale for cash of any new stock of the same class which he already holds, have the right to purchase his pro-rata share thereof,

at the price at which it is offered to others.

**ARTICLE TEN: SUBSCRIBER.**

The name and street address of the subscriber to these Articles of Incorporation are:

Gonzalo R. Andux, Esquire  
200 W. Forsyth Street, Suite 800  
Jacksonville, Florida 32202

**ARTICLE ELEVEN: REGISTERED AGENT.**

The name and street address of the registered agent for service of process of this corporation are:

Gonzalo R. Andux, Esquire  
200 W. Forsyth Street, Suite 800  
Jacksonville, Florida 32211

**ARTICLE TWELVE: AMENDMENTS.**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by majority of stock entitled to vote thereon, unless all the directors and stockholders sign a written statement manifesting their intention that certain amendment to these Articles of Incorporation be made.

**ARTICLE THIRTEEN: EFFECTIVE DATE TO COMMENCE BUSINESS.**


The effective date to commence business to all legal effects is January 2, 1996.

IN WITNESS WHEREOF, I have set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation of GRAMPA'S ENTERPRISES, INC., under the laws of the State of Florida, this 18<sup>th</sup> day of December, 1995.

  
SUBSCRIBER.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, GRAMPA'S ENTERPRISES, INC., at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to this position.

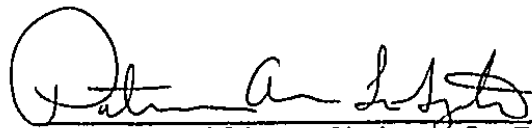
  
REGISTERED AGENT.

STATE OF FLORIDA )  
COUNTY OF DUVAL )

SS.

Before me, the undersigned authority, personally appeared Gonzalo R. Andux, Esq., to me well known and known to me to be the individual described in and who executed the attached and foregoing Articles of Incorporation of GRAMPA'S ENTERPRISES, INC., and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND AND SEAL this 18<sup>th</sup> day of December, 1995, at Jacksonville, Duval County, Florida.

  
Notary Public, State of Florida  
at Large.

My Commission Expires:



PATRICIA A. LA FAYETTE  
MY COMMISSION # CC208631 EXPIRES  
March 19, 1997  
BONDED THRU TROY FARM INSURANCE, INC.