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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.
9400 S DADELAND BLVD
SUITE 600
MIAMI FL 33156- 948
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GRACE ROSE, INC.
FAX AUDIT NUMBER: H96000000997
DATE REQUESTED: 01/19/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$122.50

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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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FLORIDA DIVISION OF CORPORATIONS

96 JAN 22 AM 10:10

RECEIVED

ARTICLES OF INCORPORATION
OF
GRACE ROSS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GRACE ROSS, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing these Articles of Incorporation; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

This instrument prepared by:
Fredric A. Hoffman, Esquire
Florida Bar No. 206083
Cohen, Chase, Hoffman & Trautman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

ARTICLE IV - CAPITAL STOCK

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

| <u>NUMBER OF SHARES AUTHORIZED</u> | <u>PAR VALUE PER SHARE</u> | <u>CLASS OF STOCK</u> |
|--|--------------------------------|---------------------------|
| 7,500 | \$1.00 | Common |

ARTICLE V - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at 3490 NW 125 Street, Miami, Florida 33167. The corporation's mailing address shall, initially, be located at the same address.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

| <u>REGISTERED AGENT</u> | <u>STREET ADDRESS OF REGISTERED OFFICE</u> |
|-------------------------|---|
| Fredric A. Hoffman | 9400 S. Dadeland Boulevard Suite 600 Miami, Florida 33156 |

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial directors of this corporation shall be Carl A. Perez and John David Perez.

ARTICLE VIII - INCORPORATOR

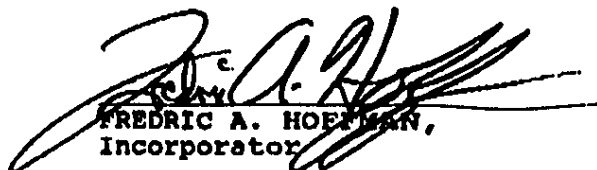
The name and address of the person signing these articles is:

| NAME | ADDRESS |
|--------------------|---|
| Fredric A. Hoffman | 9400 S. Dadeland Boulevard Suite 600 Miami, Florida 33156 |

ARTICLE IX - INDEMNIFICATION


This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of January, 1996.



 FREDRIC A. HOFFMAN,
 Incorporator

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:



 FREDRIC A. HOFFMAN

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TALLAHASSEE, FLORIDA