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RYAN & RYAN, P.A.
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700 EAST DANIA BEACH BOULEVARD
DANIA, FLORIDA 33004-3090

ARCHIE J. RYAN, III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN

8 MAR 26 PM 1:25
TELEPHONE (305) 820-5021
FACSIMILE (305) 821-1247

April 25, 1996

RECEIVED
TALLAHASSEE
APR 26 1996

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Grits and Guavas, Inc.
Our File No. 15288-A

Gentlemen:

Enclosed please find the original Articles of Incorporation and Certificate Designating Resident Agent for the above-named corporation which we request you file in your official file, along with a copy of the Articles of Incorporation and Certificate Designating Resident Agent which we request you certify and return to us.

Also enclosed please find our Trust Account check number 3131, payable to the Secretary of State in the sum of \$122.50, to cover the following items:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

Thank you for your assistance in this matter.

Very truly yours,


ARCHIE J. RYAN III

AJR-III:lm
Enclosures

D. BROWN MAY - 1 1996

ARTICLES OF INCORPORATION
OF
GRITS AND GUAVAS, INC.

FILED
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TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, and pursuant to the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be GRITS AND GUAVAS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business of the corporation shall be to do any and all of the things hereafter set forth to the extent as natural persons might or could do in any part of the world, namely:

1. The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida, including, but not limited to, engaging in the business of retail sales and such other related activities incidental to the general purposes of this corporation and to generally do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or any part thereof, or interest therein. To engage in and conduct a general real estate business for profit, by buying, selling, leasing, developing, managing, or otherwise employing real estate for business purposes without limitation; and to transact all business incidental and pertinent thereto.

3. To apply for, purchase or in any manner to acquire; to hold, own, use and operate; to sell or in any manner dispose of; to grant or license other rights in respect of, and in any manner deal with any and all rights, interest, inventions, improvements and processes used in connection with or secured under letters, patents or copyrights of the United States or other countries, or otherwise, and to work, operate and/or develop the same.

4. To purchase, lease or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds and in particular, lands, buildings, business concerns and undertakings, shares of stock, mortgages, bond debentures and other securities, merchandise, book debts and claims, trademarks, trade names, and any interest in real or personal property.

5. To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bond debentures, and other obligations from time to time for the purchase of property, or for any purpose in or about the business of the corporation, and if deemed proper, to secure the

payment of any such obligations by mortgages, pledges, deeds of trust or otherwise.

6. To acquire and take over as a going concern, and thereafter carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the goodwill and all or any of the assets and to assume or otherwise provide for all of the liabilities of any such business.

7. To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise turn to account or deal with all or any part of the property of the corporation.

8. To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of, and deal with real and personal property at any such place or places.

9. To enter into, make, perform, and carry out contracts and/or franchises of every sort and kind which may be necessary or convenient for the business of the corporation, or business of a similar nature, with any person, firm, corporation, private, public or municipal body politic under the government of the United States, or any state, territory, or colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations under the Corporation law.

10. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, and attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

11. In general, to carry on any other lawful business whatsoever in connection with the foregoing, or which is calculated directly or indirectly to promote the interest of the corporation or enhance the value of its properties.

12. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner any general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

ARTICLE III

CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be Seven Thousand Five Hundred (7,500) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall commence business shall not be less than Five Hundred and No/100th (\$500.00) Dollars.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 700 East Dania Beach Boulevard, Dania, Broward County, Florida, 33004, with the privilege of having branch offices at other places within the State of Florida, and within or without the United States of America.

ARTICLE VII

REGISTERED AGENT

The initial registered agent for this corporation is A. J. RYAN, JR. and the initial registered office is located at 700 East Dania Beach Boulevard, Dania, Broward County, Florida 33004.

ARTICLE VIII

NUMBER OF DIRECTORS

The number of the Directors of this corporation shall be not less than one (1) nor more than seven (7).

ARTICLE IX

DIRECTORS

The name and post office address of the initial member of the Board of Directors of this corporation shall be one (1) in number, and who shall hold office for the first year, or until his successors are elected and have qualified, shall be:

A. J. RYAN, JR. 700 East Dania Beach Boulevard
Dania, Florida 33004

ARTICLE X

OFFICERS

The name and post office address of the initial Officer of this corporation who shall hold office for the first year, or until his successors are elected or appointed, and have qualified, shall be:

A. J. RYAN, JR. 700 East Dania Beach Boulevard
President/
Secretary Dania, Florida 33004

ARTICLE XI

INCORPORATOR

The name and address of the incorporator of the Articles of Incorporation is:

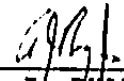
A. J. RYAN, JR. 700 East Dania Beach Boulevard
Dania, Florida 33004

ARTICLE XII

SPECIAL CHARTER PROVISIONS

Directors and Officers for this corporation need not be stockholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of April, 1996.

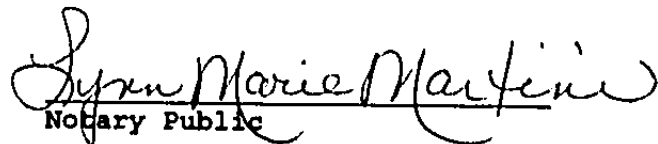


A. J. RYAN, JR.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

PERSONALLY appeared before me, the undersigned authority, A.J. RYAN, JR., to me well known to be the person described and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dania, Broward County, Florida, this 25th day of April, 1996.



Notary Public

My Commission Expires:



Lynn Marie Martin
MY COMMISSION # 0038832 EXPIRES
April 6, 2000
BONDED WITH TRICOR FINANCIAL, INC.

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091,
Florida Statutes:

GRITS AND GUAVAS, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 700 East Dania Beach Boulevard, in the City of Dania, County of Broward, State of Florida, has named A.J. RYAN, JR., located at 700 East Dania Beach Boulevard, in the City of Dania, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
A. J. RYAN, JR.	President/ Secretary	700 East Dania Beach Boulevard Dania, Florida 33004

DIRECTORS:


<u>NAME</u>	
A. J. RYAN, JR.	700 East Dania Beach Boulevard Dania, Florida 33004

Dated this 25th day of April, 1996.

By: A. J. RYAN, JR., President

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process, to keep office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.


A. J. RYAN, JR., Registered Agent