

P96000074442

Sumit Patel

Requestor's Name

Address

City/State/Zip

Phone #

610001154120916  
09/09/96--01028--024  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Grove Investments, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☒ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" 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 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

FILED  
95 SEP -9 2/11:56  
RECEIVED  
95 SEP -9 2/11:26  
STATE  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
GROVER INVESTMENTS, INC.

Article I - Name and Address

The name, address and principal place of business of this corporation is:

GROVER INVESTMENTS, INC.  
534 San Antonio Avenue  
Coral Gables, Florida 33146

FILED  
26 SEP - 9 AM 11:56  
CLERK OF THE  
COURT  
STATE OF FLORIDA

Article II - Purpose

This corporation is organized for purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

Article III - Capital Stock

This corporation is authorized to issue 100 shares of common stock, par value US \$.01 per share (the "Common Stock"). Each shareholder of this corporation shall be entitled to one and only one vote at any meeting of the shareholders, irrespective of the number of shares of Common Stock held by each shareholder. The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment. This corporation may not issue more than one class of stock.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

701 Brickell Avenue  
Suite 2000  
Miami, Florida 33131

and the name of the initial registered agent of this corporation at such address is WLMC REGISTERED AGENTS, INC.

#### Article V - Board of Directors and Incorporators

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The names and addresses of the initial directors and initial incorporators are:

Grover Hubley  
24710 Fernglenn  
Katy, Texas 77494

Peter Duarte  
2956 Bird Avenue  
Coconut Grove, Florida 33131

Joe Gonzalez  
534 San Antonio Avenue  
Coral Gables, Florida 33146

#### Article VI - Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, including specifically the power to make loans or advances to, purchase any stock, other securities or evidences of indebtedness of, or make any investment or acquire any interest whatsoever in, or be a promoter, incorporator, general partner, limited partner, member, associate or manager of, any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this corporation's business; and to endorse, guarantee and secure, with or without consideration to this corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

#### Article VII - Director Conflicts of Interest

No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

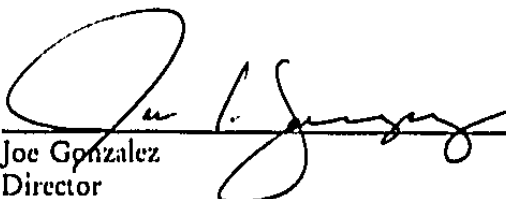
#### **Article VIII - Indemnification**

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he or she served as such at the request of the corporation, shall be indemnified by the corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability hereunder.

#### **Article IX - Duration**

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 5<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
Joe Gonzalez  
Director

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### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GROVER INVESTMENTS, INC. at the place designated in the Articles of Incorporation, WLMC REGISTERED AGENTS, INC., 701 Brickell Avenue, Suite 2000, Miami, Florida 33131 hereby agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501 Fla. Stat. (1990), relative to keeping open such office until such time as he shall notify the corporation of his resignation.

Dated this 6<sup>th</sup> day of September, 1996.

WLMC Registered Agents, Inc.

By: Saturnino E. Lucio  
Saturnino E. Lucio, II  
Authorized Representative

FILED  
96 SEP -9 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA