

OCT-22-1996 15:23

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FILED
3:25
OCT 22 PM 4:47
SECRET

10/22/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000014871 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: PHILIP W. DANN, P.A.
CONTACT: SUZANNE C HOWARD
PHONE: (813)822-5656

ACCT#: 071521002173

FAX #: (813)823-8043

NAME: GROUPER GROPER, INC
AUDIT NUMBER.....H96000014871
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 1
DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

** INVALID SELECTION...PLEASE RE-ENTER **

10/22/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

3:27

1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
3. REQUEST COR ELECTRONIC CERTIFICATE
4. ALTER DEFAULTS FOR THIS SESSION
5. RESTORE ORIGINAL DEFAULTS
6. COR ELECTRONIC FILING INQUIRY MENU
7. UCC ELECTRONIC FILING MENU
8. PARTNERSHIP ELECTRONIC FILING MENU
9. RETURN TO MAIN MENU

--KEY--

PASSWORD/NEWPASSWORD
DOCUMENT TYPE
CORPORATE DOCUMENT NUMBER
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***

--- CURRENT DEFAULTS ---

ACCOUNT NAME: 071521002173
SUB ACCOUNT:
METHOD OF DELIVERY: F
MAIL NAME: PHILIP W. DANN, P.A.
MAIL ADDR1: 540 4TH ST N
MAIL ADDR2:

AVAILABLE BALANCE: \$153.7

FAX NUMBER: (813)823-8043

CITY: ST PETERSBURG
ENTER SELECTION NUMBER, 1 THRU 9, A BLANK AND THE KEY (IF REQUIRED).
ST: FL ZIP: 33701-2302 COUNTRY: US

10/22/96

FLORIDA
DIVISION OF CORPORATIONS
PUBLIC ACCESS

3:27

W96-87331

096A-48938 NC 10-23-96

H96000014871

ARTICLES OF INCORPORATION
of
GROUPE GROPER, INC.

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

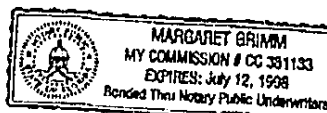
1. NAME. The name of this corporation is Grouper Groper, Inc.
2. TERM. This corporation shall exist perpetually.
3. PURPOSE. The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607 Florida Statutes.
4. CAPITAL STOCK. This corporation is authorized to issue 7500 shares of common stock of a par value of \$1.00 per share.
5. REGISTERED AGENT. The initial registered agent for this corporation is Philip W. Dann and the initial registered office is located at 540 4th Street North, St. Petersburg, Florida.
6. PRINCIPAL PLACE OF BUSINESS. The principal office and mailing address of this corporation is 6301 46th St. N., Pinellas Park, FL 33781
7. DIRECTORS. This corporation shall have no directors. The business of the corporation shall be managed by the stockholders.
8. INCORPORATOR. The name and street address of the incorporator is Philip W. Dann, 540 4th Street North, St. Petersburg, FL 33701.

DATED on ^{October} September 21, 1996.

Philip W. Dann
Philip W. Dann

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on ^{October} September 21, 1996, by Philip W. Dann, personally known to me.



Margaret Grimm
Notary Public
My commission expires:
Commission #:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.

Philip W. Dann
Philip W. Dann

Prepared by:
Philip W. Dann, Esq.
540 4th St. N.
St. Petersburg, FL 33701
Fla Bar # 126786

H96000014871

APR-15-1997 07:51

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P.01/03

4/14/97
2:31 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000006070 1))

TO: DIVISION OF CORPORATIONS
(904)922-4000

FAX #:

FROM: PHILIP W. DANN, P.A.
071521002173

ACCT#:

CONTACT: SUZANNE C HOWARD
PHONE: (813)822-5656
(813)823-8043

FAX #:

NAME: GROUPE GROPER, INC.
AUDIT NUMBER.....H97000006070
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 1
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

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FAX

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Steven Harris: Ltr. 497A00018710
second transmission for
this document - 2 pages
follow. Sorry...

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97 APR 15 AM 9:29

DIVISION OF CORPORATIONS

Phil Dann
Amud
SH 4/15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 15 AM 10:29

FILED

April 14, 1997

GROUPER GROPER, INC.
6301 46TH ST. NORTH
PINELLAS PARK, FL 33781

SUBJECT: GROUPER GROPER, INC.
REF: P96000087331

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please print the capacity of the persons signing the amendment. Since the amendment was adopted by the shareholders, it must be signed by an officer of the corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H97000006070
Letter Number: 497A00018710

APR-14-1997 14:57

PHILIP W. DANN, ESQ.

P.81/02

4/14/97
2:31 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H97000006070 1)))

TO: DIVISION OF CORPORATIONS
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97 APR 14 PM 3:28

DIVISION OF CORPORATIONS

H97000006070 1

AMENDMENT TO ARTICLES OF INCORPORATION
GROUPE GROPER, INC.

BY THESE ARTICLES OF AMENDMENT, the undersigned, being the holders of all of the outstanding shares of stock of GROUPE GROPER, INC., amend the articles of incorporation as follows:

Item 7 of the charter, entitled "DIRECTORS" is deleted and the following language is substituted for it:

7. DIRECTORS. The corporation shall have two directors who shall serve at the pleasure of the shareholders and in accordance with the provisions of the by-laws. The initial directors shall be Robert Louis Fichtner, Sr., and Robert Louis Fichtner, Jr.

The number of votes cast for the amendment by the shareholders was sufficient for approval.

Robert Louis Fichtner, Sr. sec'y treas Robert Louis Fichtner, Jr. president &
Date Adopted: 4/7/97 & shareholder Date Adopted: 4/7/97 shareholder

Pinellas County, Florida

Prepared by:
Philip W. Dann, Esq.
540 4th St. N.
St. Petersburg, FL 33701
Fla Bar # 126786
(813) 8225656

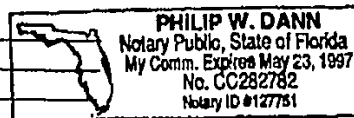
Subscribed and acknowledged before me this
7 day of April, 1997, by Robert Louis
Fichtner, Sr. and Robert L. Fichtner, Jr., who
are is personally known to me.

Philip W. Dann
Notary Public, Florida

Print Name:

Comm. exps.

Comm. No.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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