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Miami, December 5, 1996

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Mr Jim Smith
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Mr. Smith:

Enclosed herewith please find the Articles of Incorporation of Black Tie Promotions Corp. and our check in the amount of \$122.50 for filing fee and Certificate of Incorporation

Very truly yours

FILED

96 DEC 16 PM 9:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

John H. ...

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96 DEC 16 AM 9:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Black Tie Promotions Corp.

The undersigned acknowledge and file in the office of the Secretary of the State of Florida, for the purposes of forming a corporation for profit, in accordance with the laws of the State of Florida, these articles of incorporation, as by law provided.

ARTICLE I

NAME

The name of this corporation shall be:

BLACK TIE PROMOTIONS CORP.

ARTICLE II

BUSINESS:

The general nature of the business or businesses to be transacted by this corporation shall be:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Without limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation, to carry on its business, or for the purposes of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things and to exercise any and all powers, either as principal, agent or broker conferred by the laws of Florida upon corporations formed under the laws of the State, and which now or hereafter may be authorized by law.

ARTICLE III

SHARES:

The authorized capital stock of this corporation shall consist of five hundred (500) shares of common stocks, One dollar (\$1.00) par value.

ARTICLE IV

REGISTERED OFFICE AND RESIDENT AGENT:

The initial street address of the corporation's principal business is 15720 SW 72 Street, S143, Miami, Florida 33193. The initial registered agent for the corporation is Adel Bordon located at 15962 SW 81 Street, Miami , Florida 33193

ARTICLE V

DIRECTORS:

The Corporation shall have no less than two (2) Directors as provided by the By-Laws. Directors shall hold office for one (1) year, or until their successors have been duly elected and qualified.

ARTICLE VI

FIRST BOARD:

The number of directors consisting of the first board of Directors of the Corporation are Two (2).

<u>Name</u>	<u>Address</u>
Adel Bordon	15962 SW 81 Street Miami, Florida 33193
Luis Bordon JR.	209 NW Blvd. Miami, Florida 33184

ARTICULO VII

INCORPORATION:

Adel Bordon shall act as president of the corporation. Luis Bordon Jr shall act as Secretary-Treasurer of the Corporation.

ARTICULO VIII

GENERAL PROVISIONS:

1- The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

2- A director of the corporation may transact businesses, borrow, lend, or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the Laws of the United States.

IN WITNESS WHEREOF, we the undersigned, have made, subscribed and acknowledge this Articles of Incorporation, this 5 days of December, 1996.



Adel Bordon

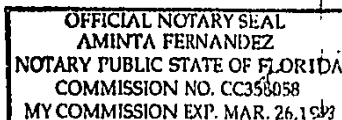


Luis Bordon Jr

STATE OF FLORIDA;
COUNTY OF DADE

Before me, the undersigned authority, personally appeared well known to be the persons described herein, and they acknowledged before me, according to law, that they made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set by hand and my official Seal this fifth day of December 1996.



Notary Public, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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96 DEC 16 AM 9:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted,
in compliance with said Act.

First that BLACK TIE PROMOTIONS CORP. desiring to organize under the laws
of the State of Florida, with its principal office, as indicated in the articles of incor-
poration at City of Miami , County of Dade, State of Florida.

Has named Adel Bordon located at 15962 SW 81 Street, City of Miami, County of
Dade, as it's agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above ment-
ioned corporation, at the place designated in this certificate , I hereby
accept to act in this capacity, and agree to comply with the provision of
said act relative to keeping open said office..



Adel Bordon

Law Offices
William H. Dixon
Professional Association
2115 Palm Bay Road NB, Suite 1B
Palm Bay, Florida 32905

(407) 727.0222

Fax: (407) 723.7683

December 16, 1996

P9600010611

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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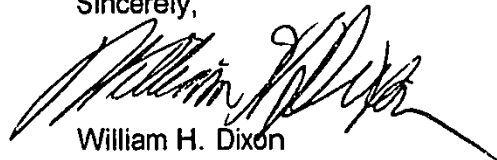
RE: GRUMPY'S INDUSTRIES, INC.

Dear Sir/Madam:

Enclosed, please find "Articles of Incorporation" and "Certificate of Resident Agent" for GRUMPY'S INDUSTRIES, INC. Please file these with the State of Florida and return the same to our office.

Thank you for your time and cooperation.

Sincerely,


William H. Dixon

WHD/dlk
Enclosure



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96 DEC 16 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FL 32301

**ARTICLES OF INCORPORATION
OF
GRUMPY'S INDUSTRIES, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be GRUMPY'S INDUSTRIES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to have outstanding at any one time seventy five hundred (7,500) shares having a par value of one dollars (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be ONE. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors is: JOHN E. DAUM, President
1789 CANOVA STREET, SE, PALM BAY, FLORIDA 32909.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1789 Canova St., SE, PALM BAY, FLORIDA 32909.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: JOHN E. DAUM.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: JOHN E. DAUM.

1789 Canova Street, SE, Palm Bay, Florida 32909

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE XII. SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.



JOHN E. DAUM- Incorporator

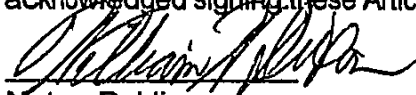
I hereby accept my designation as resident agent and agree to serve as the resident agent of GRUMPY'S INDUSTRIES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for GRUMPY'S INDUSTRIES, INC.



JOHN E. DAUM- Registered Agent

State Of Florida
County Of Brevard

On December 11, 1996 JOHN E. DAUM, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of GRUMPY'S INDUSTRIES, INC..


Notary Public

Commission Expiration Date & Commission Number:

(SEAL)



William H. Dixon
MY COMMISSION # CC330187 EXPIRES
March 12, 2000
BONDED TRISTY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: GRUMPY'S INDUSTRIES, INC.
2. The name and street address of the registered agent and office is : JOHN E. DAUM
1789 Canova Street SE. Palm Bay, Florida 32909

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

12-11-96

DATE

John E. Daum

JOHN E. DAUM

96 DEC 16 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED