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CHARLES R. ROWE

Attorney at Law

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December 18, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

6000002024898-- 1
-12 20256-01047--007
****122.50 ****122.50

Re: Grand Avenue Investment Company, Inc.

Gentlemen:

Enclosed please find an original plus a copy of the Articles of Incorporation of Grand Avenue Investment Company, Inc., along with my trust account check in the amount of \$122.50 representing the filing fee and a certified copy of same.

Also find enclosed is a stamped, self-addressed envelope for your convenience in returning same to me.

Yours very truly,

CHARLES R. ROWE

CRR/cl
Enclosures

FILED
96 DEC 20 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GRAND AVENUE INVESTMENT COMPANY, INC.**

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96 DEC 20 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is GRAND AVENUE INVESTMENT COMPANY, INC.

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 31 Ocean Reef Drive, Suite C-206, Key Largo, Florida 33037.

**ARTICLE THREE
CORPORATE DURATION**

The duration of the corporation is perpetual commencing with the filing of these Articles with the Florida Secretary of State.

**ARTICLE FOUR
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE FIVE
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is twenty five thousand (25,000). Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 31 Ocean Reef Drive, Suite C-206, Key Largo, Florida 33037, and the name of its initial registered agent at such address, is Patti Petett-Garrett. The registered office address and the principal office address shall be one and the same.

**ARTICLE SEVEN
DIRECTORS**

This Corporation shall be run by the shareholders. Each shareholder shall be a director. The number of directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of the initial director who is to serve as the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Charles R. Rowe	1310 N. Krome Avenue Homestead, Florida 33030

**ARTICLE EIGHT
INCORPORATORS**

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Charles R. Rowe	1310 N. Krome Avenue Homestead, Florida 33030

EXECUTED by the undersigned at Homestead, Dade County, Florida, on this 18th day of December, 1996.



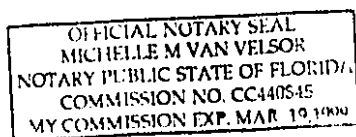
CHARLES R. ROWE

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18th day of December, 1996, by Charles R. Rowe. He is personally known to me or has produced a Florida driver's license as identification. An oath was not taken.




Notary Public, State of Florida

Print Name: Michelle M. Van Velsor

I, PATTI PETETT-GARRETT, accept the office of Registered Agent. I am located at 31 Ocean Reef Drive, Suite C-206, Key Largo, Florida 33037, and my mailing address is 31 Ocean Reef Drive, Suite C-206, Key Largo, Florida 33037

Patti Petett - Garrett
PATTI PETETT-GARRETT

SWORN TO and SUBSCRIBED before me this 13 day of December, 1996. An oath was not taken. I relied on a Florida driver's license for identification.



Josefa Rodriguez
Notary Public, State of Florida
Print Name: Josefa Rodriguez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA