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ARIE MREJEN, P.A.

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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

5:52

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL01

CORPORATE NAME: THE GROOVE, INC.

SUB-ACCOUNT NUMBER:

METHOD OF DELIVERY: F

FAX PHONE NUMBER: (954) 771-3047

MAILING NAME/ADDRESS: ARIE MREJEN, P.A.

701 W CYPRESS CREEK RD

SUITE 302

FT. LAUDERDALE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB -3 PM 6:17

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FL 33009-

US

CERTIFICATE(S) REQUESTED: NO

ESTIMATED CHARGES: \$70.00

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

2/03/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

5:53

((H97000002002 8))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: ARIE MREJEN, P.A.

ACCT#: 072100000432

CONTACT: ARIE MREJEN

PHONE: (954) 747-9780

FAX #: (954) 771-3047

NAME: THE GROOVE, INC.

AUDIT NUMBER.....H97000002002

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

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

[Handwritten signature]
2/3/97

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ARTICLES OF INCORPORATION OF THE GROOVE, INC.

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

ARTICLE I: NAME

The name of the corporation is : **THE GROOVE, INC.**

ARTICLE II: EFFECTIVE DATE

This corporation's existence shall commence on the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III: PRINCIPAL OFFICE

The mailing address of this corporation is : C/O P.O. Box 5082, Fort Lauderdale, Florida 33310

ARTICLE IV: CAPITAL STOCK

The number of shares that the corporation is authorized to have outstanding at any on time is **ONE THOUSAND (1,000)** shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V: GENERAL PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

THIS INSTRUMENT PREPARED BY:
ARIE MREJEN, ESQ.
701 W. CYPRESS CREEK RD., SUITE 302
FORT LAUDERDALE, FLORIDA 33309
TEL: (954)771-3740
FAX: (954) 771-3047
FLORIDA BAR NO. 907219

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ARTICLE VI: INITIAL REGISTERED AGENT

The name and address of the initial registered agent is **ARIE MREJEN, P.A., 701 W. Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309.**

ARTICLE VII: DURATION

The duration of the corporation is perpetual.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the INITIAL Board of Directors is two(2). The number of directors may be increased from time to time in accordance with the by-laws, but shall never be less than one. The names and mailing address of each of the initial members of the Board of Directors are:

ARIK AZUELOS	C/O P.O. Boxx 5082 Ft. Lauderdale, FL 33310
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DUSTIN CAUSEY	C/O P.O. Boxx 5082 Ft. Lauderdale, FL 33310
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ARTICLE IX: INCORPORATOR

The name of the incorporator is **Arie Mrejen, P.A., 701 West Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309**

ARTICLE X: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

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ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify each officer and director to the fullest extent permitted by law.

ARTICLE XII: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 3RD day of February, 1997.


Arie Mrejen, P.A.
By: Arie Mrejen, Esq.
Incorporator

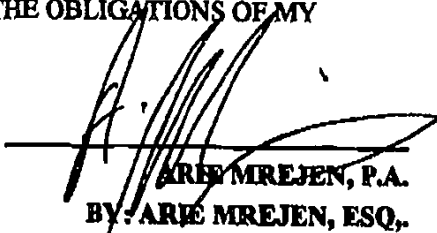
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida:

1. The name of the corporation is **THE GROOVE, INC.**
2. The name and address of the registered agent is **ARIE MREJEN, P.A. 701 W. Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309.**

HAVING BEEN NAMED REGISTERED AGENT 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 TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH 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.


ARIE MREJEN, P.A.
BY: ARIE MREJEN, ESQ.,
REGISTERED AGENT
February 3rd, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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