

**Rosenfeld & Stein, P.A.**  
Attorneys and Counselors at Law

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Alexander M. Rosenfeld\*†  
Certified Creditors' Rights Specialist  
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†Certified by The Commercial Law League of America  
Academy of Commercial and Bankruptcy Law Specialists

August 9, 1997

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

600002268356--3  
-08/15/97--01063--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Mincher & Grotte, Inc.

Dear Corporations Division:

Please find enclosed:

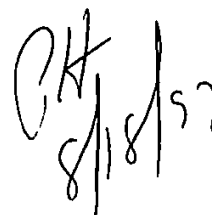
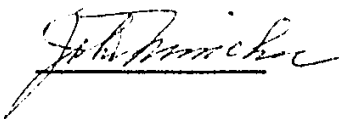
1. An original Articles of Incorporation and one copy of the above named corporation.
2. A certified copy is requested.
3. A money order in the amount of \$ 122.50 for filing fees and for certified copy.

Please send responses or receipts concerning this filing to the above address. Thank you very much.

Date: August 9, 1997

Name of Incorporator: John A. Mincher

Signature of Incorporator:



ARTICLES OF INCORPORATION

OF

MINCHER & GROTTÉ, INC.

FILED

97 APR 15 11 01 AM

TALLAHASSEE, FLORIDA

The undersigned subscriber to these *Articles of Incorporation* a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be MINCHER & GROTTÉ, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is sixty (60) shares of common stock having no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

ARTICLE IV. ADDRESS

The street address of the initial registered and principal office of the corporation shall be *c/o Rosenfeld & Stein, P.A. 18260 N. E. 19th Avenue, Suite 202, North Miami Beach, Florida 33162*, and the name of the initial Registered Agent of the corporation is *Alexander M. Rosenfeld*.

FILED BY:

John A. Mincher  
3610 Yacht Club Drive PH12  
Aventura, FL 33180  
(305) 937-2851

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VII. DIRECTORS

This corporation shall, initially, have two (2) directors. The names and address of the initial members of the Board of Directors are:

*JOHN A. MINCHER  
c/o Rosenfeld & Stein, P.A.  
18260 N.E. 19th Avenue, Suite 202  
N. Miami Beach, FL 33162*

*GERTY GROTTÉ  
c/o Rosenfeld & Stein, P.A.  
18260 N.E. 19th Avenue, Suite 202  
N. Miami Beach, FL 33162*

ARTICLE VIII. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed are:

<i>President/ Treasurer</i>	<i>JOHN A. MINCHER c/o Rosenfeld &amp; Stein, P.A. 18260 N.E. 19th Avenue, Suite 202 N. Miami Beach, FL 33162</i>
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Vice President/  
Secretary

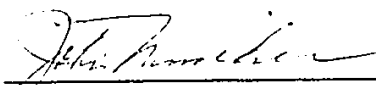
GERTY GROTTTE  
c/o Rosenfeld & Stein, P.A.  
18260 N.E. 19th Avenue, Suite 202  
N. Miami Beach, FL 33162

ARTICLE IX. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

*John A. Mincher c/o ROSENFELD & STEIN, P.A., 18260 N.E. 19th Avenue, Suite 202, N. Miami Beach, Fl. 33162.*

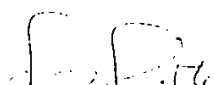
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this \_\_\_ day of AUGUST, 1997.

  
\_\_\_\_\_  
JOHN A. MINCHER

STATE OF FLORIDA            )  
  )    SS:  
COUNTY OF DADE            )

The foregoing instrument was acknowledged before me this \_\_\_ day of August, 1997, by

JOHN A. MINCHER.

  
\_\_\_\_\_  
Notary Public  
Print name: Gertrude R. Grotte  
Personally Known  Or Produced Identification \_\_\_  
Type of Identification \_\_\_\_\_



GERTRUDE R. GROTTTE  
MY COMMISSION # CC464289 EXPIRES  
May 16, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION**  
**OF**  
**REGISTERED OFFICE AND REGISTERED AGENT**

FILED  
AUG 15 11 01 AM '97  
TALLAHASSEE, FLORIDA

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Name: Alexander M. Rosenfeld

Address: 18260 N.E. 19th Avenue, Suite 202, N. Miami Beach, FL 33162

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Alexander M. Rosenfeld  
Registered Agent

Date: AUGUST 12, 1997