197000083651



ACCOUNT NO. : 072100000032

REFERENCE: 544942 119520A

AUTHORIZATION:

COST LIMIT : \$ 70.00

ORDER DATE: September 26, 1997

ORDER TIME : 11:09 AM

ORDER NO. : 544942-005

CUSTOMER NO: 119520A

CUSTOMER: Ms. Ivon Gallo L & I GALLO ACCOUNTING

1200 Danbury Avenue

Davie, FL 33325

DOMESTIC FILING

NAME: GROVE PROFESSIONAL SERVICE,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

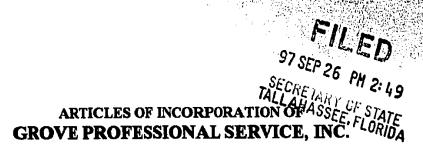
CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

97 SEP 25 PH |: 12

600002305016--8

XX



The undersigned, for the purpose of forming a corporation under the Florida

Business Corporations Act do hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation is:
GROVE PROFESSIONAL SERVICE, INC.

ARTICLE II OFFICES

The principal place of business and mailing address of this corporation shall be:

1541 BRICKELL AVE, SUITE # C-905 MIAMI, FL. 33129

The corporation may have such other offices, either within or without the State of Florida, as the board of directors may designate, or as the business corporation may require from time to time.

ARTICLE III PURPOSE

The general purposes for which the corporation is organized are:

- 1. To engage in general services, including but not limited to: PROFESSIONAL SERVICES
- 2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV CAPITALIZATION AND SHARES

The number of shares which the corporation is authorized to issue is 1000 common shares at 1.00 par value.

ARTICLE V REGISTERED AGENT

The name and address of the initial registered agent shall be:

LUIS O. ALVAREZ 1541 BRICKELL AVE. SUITE #C-905 MIAMI, FL. 33129

> ARTICLE VI DIRECTORS

The number of directors constituting the initial board of directors is/are ONE (1). The name and address of each director is:

LUIS O. ALVAREZ 1541 BRICKELL AVE. SUITE #C-905 MIAMI, FL. 33129

President

Vice-President

Secretary

ARTICLE VII INCORPORATES

The name and address of each incorporate is:

PRESIDENT LUIS O. ALVAREZ 1541 BRICKELL AVE. SUITE #C-905 MIAMI, FL. 33129

VICE-PRESIDENT LUIS O. ALVAREZ 1541 BRICKELL AVE. SUITE #C-905 MIAMI, FL. 33129

SECRETARY LUIS O. ALVAREZ 1541 BRICKELL AVE. SUITE #C-905 MIAMI, FL. 33129

The undersigned has (have) executed these Articles of Incorporation this

25 day of September, 1997

Signature/President

Signature/Vice-President

Signature/Secretary

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statues, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: GROVE PROFESSIONAL SERVICE, INC.

2.	The name and	address o	of the	registered	agent and	office is:
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LUIS O. ALVAREZ 1541 BRICKELL AVE. SUITE #C-905 MIAMI, FL. 33129

Signature/corporate officer, LUIS O. ALVAREZ
Title President

Date 09/25/97

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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 statues 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.

Signature, LUIS O. ALVAREZ

Date 09/25/97