

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Grove Anchorage Corp

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: DR 2-13-98 9:41  
Name Date Time

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ARTICLES OF INCORPORATION  
OF  
GROVE ANCHORAGE CORP.

ARTICLE I

NAME

The name of this Corporation is Grove Anchorage Corp.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary and incident to effecting the objects mentioned herein.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinabove enumerated or incidental to the value of the property of the Corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated "Common Share."

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146, and the name of the initial registered agent of this Corporation at that address is Mark L. Rivlin. The principal address of the Corporation is the same as the registered office address.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of directors may be either increased or diminished from time to time as provided in the By-Laws, but shall never be less than two (2). The names and addresses of the initial Directors of this Corporation are:

Thomas F. Hewitt  
Carnival Hotels  
3250 Mary Street  
Miami, Florida 33133

Jonathan D. Lewis  
4649 Ponce de Leon Blvd.  
Suite 304  
Coral Gables, FL 33134

## ARTICLE VII

### CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two, three, or four classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one-fourth (1/4) in number of the directors shall be elected annually.

## ARTICLE VIII

### AMENDMENTS TO ARTICLE OF INCORPORATION AND BY-LAWS

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto is expressly reserved by the Corporation and any right conferred upon the shareholders is subject to this reservation. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when duly proposed and approved by the holders of not less than a majority of the outstanding common stock. The power to adopt, alter, amend or repeal By-Laws shall be

vested in the Board of Directors and the shareholders of this Corporation as provided in the By-Laws.

#### ARTICLE IX

##### POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE X

##### DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

#### ARTICLE XI

##### INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, officers, employees or agents or former Directors, officers, employees or agents or any person or persons who may have served at its request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

#### ARTICLE XII

##### INCORPORATOR

The name and address of the person signing these Articles is:

Mark L. Rivlin  
1550 Madruga Avenue, Suite 120  
Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Dated: February 11, 1998

Mark L. Rivlin  
Mark L. Rivlin

STATE OF FLORIDA       )  
                              ) ss:  
COUNTY OF DADE        )

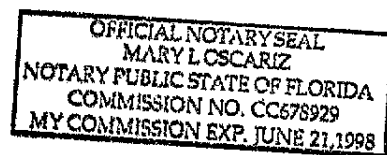
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mark L. Rivlin known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. Mark L. Rivlin is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11 day of February, 1998.

My commission expires:

Mary L. Oscariz  
Notary Public  
State of Florida

[Notary Seal]



CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Grove Anchorage Corp., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Article of Incorporation, at the City of Coral Gables, County of Dade, State of Florida, has named Mark L. Rivlin, located at 1550 Madruga Avenue, Suite 120, City of Coral Gables, County of Dade, State of Florida, 33146, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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.

  
\_\_\_\_\_  
Mark L. Rivlin  
REGISTERED AGENT

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