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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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FAX #: (305)541-3770

NAME: GROVER INVESTMENTS II, INC.

AUDIT NUMBER.....H98000010723

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 9, 1998

EMPIRE

SUBJECT: GROVER INVESTMENTS II, INC.  
REF: W98000013243

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 8 states there will be 1 director(s), whereas 2 is/are listed.

812Also in article 7, please take out the word registered where you have the principal address listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H98000010723  
Letter Number: 398A00032422

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**ARTICLES OF INCORPORATION  
OF**

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**GROVER INVESTMENTS II, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation is: **GROVER INVESTMENTS II, INC.**

**ARTICLE II  
DURATION**

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

**ARTICLE III  
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of one-dollar par value common stock.

**ARTICLE V  
SHAREHOLDERS' RIGHTS UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE VI  
PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

Florida Bar No. 082309

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Law Office • Timothy S. Kingcade • Professional Association  
Kingcade Building • 1370 Coral Way • Miami, Florida 33145-2944 • Telephone 305/285-9100 • Facsimile 305/285-9542

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**ARTICLE VII**  
**INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT**

The street address of the initial registered principal office of this corporation is:

2203 NW 23 Avenue  
Miami, Florida 33142

The name and address of the initial registered agent of this corporation at that address is:

Timothy S. Kingcade, Esq.  
Kingcade Building  
1370 Coral Way  
Miami, Florida 33145-2944  
Telephone: 305/285-9100

Having been named as registered agent and 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 and agree to act in this capacity. I further agree to comply with the 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.

Date: 6/9/98

  
as Registered Agent

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have two (1) director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

President:	Peter Duarte
Vice President:	Grover Hubley
Treasurer:	Peter Duarte
Secretary:	Grover Hubley

**ARTICLES IX**  
**INCORPORATORS**

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

Wendy Garcia, Esq.  
Kingcade Building  
1370 Coral Way  
Miami, Florida 33145-2944

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**ARTICLES X  
BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI  
RESTRICTIONS ON THE TRANSFER OF STOCK**

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

**ARTICLE XII  
CUMULATIVE VOTING**

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE XIII  
CALLING OF SPECIAL MEETINGS**

The Board of Directors may call special meetings of the shareholders.

**ARTICLE XIV  
SHAREHOLDERS QUORUM AND VOTING**

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV  
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on 6/9/98.

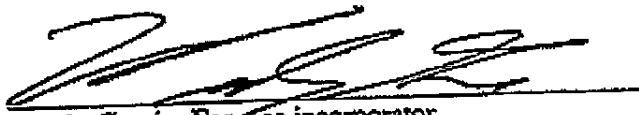
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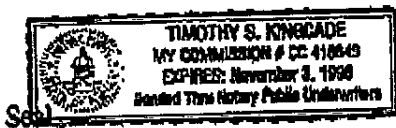
  
Wendy Garcia, Esq., as incorporator

**NOTARY CERTIFICATE**

STATE OF FLORIDA                     )  
   )  
COUNTY OF MIAMI-DADE            )

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Wendy Garcia to me known to be the person described in and who executed the attached **ARTICLES OF INCORPORATION** and that they acknowledged before me that they executed the same. I relied upon the following forms of identification of the above named person(s): ( ) Florida Drivers License ( ) Known Personally and that an oath was not taken.

WITNESS my hand and official seal in the County and State aforesaid this 9th day of June 1998.



  
Notary Signature  
My Commission Expires:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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