

GRAND
LIFESTYLE
Issues of Values, Ethics, Human Needs and Deeds

The Internet Connection

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Heinz Dinter, Ph.D.
Publisher

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June 22, 1998

Ms. Angel Granger, Corporate Documents Supervisor
New Filings Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Dear Ms. Granger:

Please find enclosed the Articles of Incorporation (original and two copies) and a check in the amount of \$70.00 for filing Grand Lifestyle Enterprise Inc.

Enclosed is also an additional copy of the Articles of Incorporation and a self-addressed, stamped envelope. Please date-stamp this copy and return it to us.

Thank you for your assistance.

Sincerely,


Heinz Dinter, Ph.D.

Enclosures

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ARTICLES OF INCORPORATION
of
Grand Lifestyle Enterprise Inc

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be Grand Lifestyle Enterprise Inc.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

Section 1.

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Section 2.

The Corporation shall have all the powers set forth in the Florida General Corporation law, as in effect from time to time, and including but not limited to the following powers:

- a) To buy, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, as principal, agent, or broker, and on commission or otherwise.
- b) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire; and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, personal property and services of every class, kind and description.
- c) To act as broker, agent or factor for any person, firm or corporation.
- d) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.
- e) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyances or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security, or other evidences or indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- g) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.
- h) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which the Corporation has the direct or incidental authority to pursue.

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i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do any in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock at \$1 par value each.

ARTICLE V

INITIAL CORPORATE ADDRESS, REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 2401 S Miami Avenue, Miami, Florida 33129. The street address of the initial registered office of this Corporation is 2401 S Miami Avenue, Miami, Florida 33129 and the name of the initial Registered Agent of this Corporation at that address is Heinz Dinter.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows:
Heinz Dinter, 2401 S Miami Avenue, Miami, Florida 33129.

ARTICLE VII

INDEMNIFICATION

This Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE VIII

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and the Shareholders, provision is made as follows:

a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

b) All corporate powers, including the sale, mortgage, hypothecation, and pledge of the whole or any

part of the corporate property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

c) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

d) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses, and/or pensions of the employees, the agents, the offices and director, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

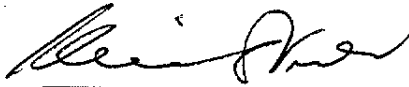
e) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock entitled to vote of the Corporation at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies on the Board of Directors, to be filled as provided by the Bylaws.

f) Any officers of the Corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.

g) No contract or other transaction between the Corporation and any other corporation shall be affected or validated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to, or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the corporation for the benefit of himself or of any firm, association or corporation in which he may be in any way interested.

IN WITNESS THEREOF, I, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set my hand and seal this

22nd day of June, 1998


Heinz Dinter

**CERTIFICATE DESIGNATING DOMICILE FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA**

NAMING AGENT WHOM PROCESS MAY BE SERVED

Pursuant to Section 607.0501 or 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That Grand Lifestyle Enterprise Inc is qualified to do business under the laws of the State of Florida with its principal office at the City of Miami, County of Miami-Dade, State of Florida, has appointed Heinz Dinter, 2401 S Miami Avenue, City of Miami, County of Miami-Dade, State of Florida, 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 provisions of said Act, relative to keeping open said office.

22nd day of June, 1998



Heinz Dinter

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