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JOSEPH E. DENNISON

Post Office Box 4039, South Daytona, Florida 32121 (904) 767-8068 fax - (904) 767-9500

July 14, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee FL 32399

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-07/20/98--01037--013
****122.50 ****122.50

Subject: GROALA ENTERPRISES, INC.

The enclosed Articles of Incorporation are submitted in duplicate for appropriate filing. A check in the amount of \$122.50 is attached to cover various filing fees.

In the event that the above corporate name may be taken, the following are offered as alternate choices:

G&A&B ENTERPRISES, INC.
G&A&B VENTURES, INC.
GROALABEA ENTERPRISES, INC.

It is requested that a certified copy of the Articles of Incorporation with the assigned document number affixed be forwarded to me at the address below. Should any questions arise, you may call me at (904) 767-8068.

Thank you.

Sincerely,

Joseph E. Dennison

JOSEPH E. DENNISON
Accountant
108 Hitching Post Drive
Daytona Beach, FL 32119

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

GROALA ENTERPRISES, INC.

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The undersigned incorporator, a natural person competent to contract, hereby forms a corporation under the Florida Business Corporation Act, and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: GROALA ENTERPRISES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of this corporation in the State of Florida shall be: 913 Nixon Lane, Port Orange, Florida 32119. The Director(s) from time to time may move the principal office to any other address in Florida.

ARTICLE III - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares, having a par value of one dollar (\$1.00) per share.

ARTICLE V - REGISTERED AGENT

The name of the initial registered agent of the corporation shall be Donald P. Grouette, 913 Nixon Lane, Port Orange, Florida 32119.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DIRECTORS

This corporation shall initially have three Directors. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Donald P. Grouette	913 Nixon Lane Port Orange, FL 32119
Anthony Alastra	842 Wildwood Circle Port Orange, FL 32127
Beatriz Alastra	842 Wildwood Circle Port Orange, FL 32127

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Article of Incorporation is:

<u>Name</u>	<u>Address</u>
Donald P. Grouette	913 Nixon Lane Port Orange, FL 32119

ARTICLE IX - OFFICERS

The officers of this corporation shall be president, vice-president, secretary and treasurer and such other officers as the Director(s) shall deem necessary. The names, titles, and addresses of the first officers of the corporation who shall hold office subject to the provisions of these Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida until their successors are elected or appointed are as follows:

President	Donald P. Grouette 913 Nixon Lane Port Orange, FL. 32119
Vice-President	Anthony Alastra 842 Wildwood Circle Port Orange, FL 32127

Treasurer

Beatriz Alastra
842 Wildwood Circle
Port Orange, FL 32127

Secretary

Beatriz Alastra
842 Wildwood Circle
Port Orange, FL 32127

ARTICLE X - AMENDMENT

This 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 shareholder is subject to this reservation.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his name:

Donald P. Grouette	200 shares, common
Anthony Alastra	100 shares, common
Beatriz Alastra	100 shares, common

ARTICLE XII - PRE-EMPTIVE RIGHTS

Every stockholder, upon the sale for cash or any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others; which price, in the case of par value shares, may be in excess of par.

ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

The undersigned has executed these Articles of Incorporation this 14th day of July, 1998.



Donald P. Grouette
President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: GROALA ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

Donald P. Grouette
913 Nixon Lane
Port Orange, FL 32119

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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.

7-17-98

(Date)



(Signature)