

P98000069026

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H98000014654 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

GRATEFUL GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$122.50

98 AUG -7 AM 11:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

m 8/7/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1998

EMPIRE

SUBJECT: GRATEFUL GROUP, INC.
REF: W98000017955

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.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

THE DOCUMENT IS TOO DARK. IT MAY APPEAR BLURRED AT THE TIME OF IMAGING.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

FAX Aud. #: H98000014654
Letter Number: 298A00041281

H98000014654
FILED

ARTICLES OF INCORPORATION

OF

GRATEFUL GROUP, INC.

98 AUG -7 AM 11: 17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(7)
The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is GRATEFUL GROUP, INC., with its principal office and mailing address of 10105 Cleary Boulevard, Plantation, Florida 33324.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

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

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Seventy Five Hundred (7,500) shares of common stock having a par value of One (\$1.00) Dollar per share.

2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the incorporators, or by the Directors at a meeting called for such purpose, or at the organization meeting.

Robert D. Scharf, Esq.
1999 University Drive, Suite 402
Coral Springs, FL 33071
(954) 755-4011
Florida Bar No. 329274

H98000014654

H98000014654

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars. _

ARTICLE VI

The street address of the initial registered office of this corporation is 1999 University Drive, Suite 402, Coral Springs, Florida 33071, and the name of the initial Registered Agent of this corporation at that address is ROBERT D. SCHARF, ESQ. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new Registered Office without the necessity of amending these Articles of Incorporation.

H98000014654

H98000014654
ARTICLE VII

The number of Directors constituting the initial Board of Directors of the corporation is 2. The number of Directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of each of the members of the initial Board of Directors, who unless otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

NAME	ADDRESS
MICHAEL SIEGEL, President/ Treasurer	10105 Cleary Boulevard Plantation, FL 33324
VICKI SIEGEL, Vice President/ Secretary	10105 Cleary Boulevard Plantation, FL 33324

ARTICLE VIII

The name and address of each person signing these Articles as an Incorporator are as follows:

NAME	ADDRESS
ROBERT D. SCHARF, ESQ.	1999 UNIVERSITY DR., #402, CORAL SPRINGS, FL 33071

ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders

H98000014654

H98000014654

owning at least eighty (80%) per cent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, and shall be recognized by the Directors and shall be observed by the Officers and Agents of the corporation; and particularly, the stockholders are authorized to include in such agreement entered into between themselves provisions which will confer upon individual groups of power to elect certain numbers of directors, and in particular, stockholder may include in the agreement between themselves the following as valid matters of agreement, to-wit:

1. The manner and method in which and the persons by whom directors may be elected;
2. Any limitation upon the transferability or assignment of the stock;
3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock;
4. Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements between the stockholder shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created such Stockholder's Agreements (or their successor in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholder's Agreements) consenting to the revocation and cancellation of the

H98000014654

H98000014654

Agreements among the stockholders.

EXECUTED by the undersigned at Coral Springs, Broward County, Florida, on this 6th day of August, 1998.


ROBERT D. SCHARF, ESQ.

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT D. SCHARF, ESQ., to me personally known or has produced _____ as identification, who executed and acknowledged the foregoing Articles of Incorporation, under oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Springs, Broward County, Florida, this 6th day of August, 1998.


NOTARY PUBLIC-State of Florida

My Commission Expires:



PATRICIA A INGRAM
My Commission 00411747
Expires Oct. 06, 1998
Bonded by HAI
800-422-1866

H98000014654

H98000014654

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That **GRATEFUL GROUP, INC.**, desiring to organize or qualify
under the laws of the State of Florida, has named, **ROBERT D.
SCHARF, ESQ.**, as its Registered Agent to accept service of
process within Florida, at 1999 University Drive, Suite 402,
Coral Springs, Florida 33071, which address is also designated as
the registered office of the corporation first mentioned above.


 ROBERT D. SCHARF, ESQ.

 DATED: 8/6/98

Having been named Registered Agent to accept service of
process for the above stated corporation, at the place designated
in this Certification, **ROBERT D. SCHARF, ESQ.**, hereby agrees to
act in that capacity and further agrees to comply with the
provisions of all statutes relative to the proper and complete
performance of such duties.


 ROBERT D. SCHARF, ESQ.

 DATED: 8/6/98

H98000014654

 98 AUG -7 AM 11:17
 FILED
 SECRETARY OF STATE
 TALAHASSEE, FLORIDA