

PA8000099081



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 043143 80682A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 78.75

ORDER DATE : November 24, 1998

ORDER TIME : 1:26 PM

ORDER NO. : 043143-005

CUSTOMER NO: 80682A

900002695819--U

CUSTOMER: Joyce A. Slater, Esq
JOYCE A. SLATER, ESQ
JOYCE A. SLATER, ESQ
Suite B-100
4300 North University Drive
Lauderhill, FL 33351

DOMESTIC FILING

NAME: GRUBCO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 24 AM 10:23

11/25/98
11:11 AM
11/25/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 24 AM 10:23

ARTICLES OF INCORPORATION

OF

GRUBCO, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: GRUBCO, Inc.

The principal place of business of this corporation shall be:

7774 N.W. 70 Way

Parkland, Florida 33067

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 600 shares of common stock having \$1.00 par value per share.

ARTICLE IV. OFFICERS/DIRECTORS

The names of the initial officers and directors are as follows:

President/Secretary:
Vice President/Treasurer:

Lou (Lourdes) DuBack
Wesley Echevarria

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be 4300 N. University Drive, Suite B-100, Lauderhill, Florida 33351 and the name of the initial registered agent of the corporation at that address is Joyce A. Slater, Esq.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. SPECIAL PROVISION

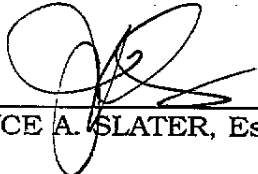
The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. INCORPORATOR

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

Joyce A. Slater, Esq.
4300 N. University Drive, Suite B-100
Lauderhill, Florida 33351


IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 22 day of October, 1998.



JOYCE A. SLATER, Esq.

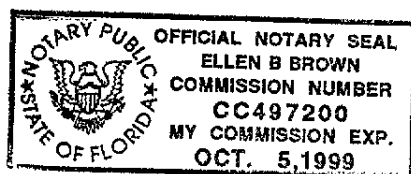
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by JOYCE A. SLATER, who personally appeared before me, and is personally known to me.



Ellen B. Brown
Notary Public, State of Florida

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 24 AM 10:23

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is GRUBCO, Inc.

2. The name and address of the registered agent and office is:

Joyce A. Slater, Esq.
4300 N. University Drive, Suite B-100
Lauderhill, Florida 33351

Signature

J. DuBach
President/Secretary

Signature

W. E. E. E. E. E.
Vice President/Treasurer

Date

Oct 22, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATION OF SECTION 607.325, FLORIDA STATUTES.

Signature

Date

[Signature]
Oct. 22, 1998