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FLORIDA PROFIT CORPORATION OR P.A.

GRS National Services, Inc.

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B. McKnight APR 14 1999

**ARTICLES OF INCORPORATION  
OF  
GRS NATIONAL SERVICES, INC.**

**ARTICLE I**

**NAME**

The name of this Corporation is GRS National Services, Inc. (hereinafter called the "Corporation"). The address of the principal office and the mailing address of the Corporation is 951 South Andrews Avenue, Pompano Beach, Florida 33069.

**ARTICLE II**

**NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- A. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- B. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- C. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of this Corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$0.01 per share.

Prepared by:  
Jann I. Fisher, Esq.  
951 S. Andrews Avenue  
Pompano Beach, FL 33069  
(954) 942-3550  
Florida Bar No. 804444

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**A. GENERAL PROVISIONS**

1. No shareholder of the Corporation shall have, by reason of its holding shares of any stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of stock of the Corporation now or hereafter to be authorized, and any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or other rights of such shareholder.

**ARTICLE IV**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is CT Corporation System, 1200 S. Pine Island Road, Plantation, Florida 33234, and the name of the initial registered agent of this Corporation at that address is CT Corporation System.

**ARTICLE VI**

**DIRECTORS**

**A. NUMBER AND TERM OF DIRECTORS**

The Corporation's Board shall consist of not less than two (2) directors, with the exact number to be fixed from time to time by resolution of the Board. The number of directors may be decreased at any time and from time to time by a majority of the directors then in office, but only to eliminate vacancies existing by reason of the death, resignation, removal or expiration of the term of one or more directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

**B. DIRECTOR VACANCIES; REMOVAL**

Whenever any vacancy on the Corporation's Board shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors, or otherwise, only a majority of directors in office, although less than a quorum of the entire Board, may fill the vacancy or vacancies for the balance of the unexpired term or terms, at which time a successor or successors shall be duly elected by the shareholders of the Corporation and qualified. Shareholders of the Corporation shall not, and shall have no power to, fill any vacancy on the Board. Shareholders of the Corporation may remove a director from office prior to the expiration of his or her term, with or without cause by an affirmative vote of at least a majority of the combined voting power of the outstanding shares of capital stock of the Corporation entitled to vote for the election of directors, voting together as a single class.

**ARTICLE VII**

**SHAREHOLDER MEETINGS**

**A. CALL OF SPECIAL SHAREHOLDERS MEETING**

Except as otherwise required by law, special meetings of shareholders of the Corporation may be called only by the Chairman of the Board or the Chief Executive Officer of the Corporation or by the Board pursuant to a resolution approved by a majority of the entire Board. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act may be conducted at a special shareholders' meeting.

**B. ADVANCE NOTICE OF SHAREHOLDER PROPOSED BUSINESS FOR ANNUAL MEETING**

At an annual meeting of the shareholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be either (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board, (b) otherwise properly brought before the meeting by or at the direction of the Board, or (c) otherwise properly brought before the meeting by a shareholder. In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation, not less than one hundred twenty (120) days nor more than one hundred eighty (180) days prior to the first anniversary of the date of the Corporation's notice of annual meeting provided with respect to the previous year's annual meeting; provided, however, that if no annual meeting was held in the previous year or the date of the annual meeting has been changed to be more than thirty (30) calendar days earlier than or sixty (60) calendar days after such anniversary, such notice by the shareholder to be timely must be so received not later than the close of business on the tenth (10th) day following the date on which notice of the date of

the annual meeting is given to shareholders or made public, whichever first occurs. Such shareholder's notice to the Secretary of the Corporation shall set forth as to each matter the shareholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of the shareholder proposing such business, (iii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the shareholder, and (iv) any material interest of the shareholder in such business. The Chairman of an annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the requirements of this Article VII, Paragraph B, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. Notwithstanding anything in the Bylaws to the contrary, no business shall be conducted at the annual meeting except in accordance with the procedures set forth in this Article VII, Paragraph B; provided, however, that nothing in this Article VII, Paragraph B shall be deemed to preclude discussion by any shareholder of any business properly brought before the annual meeting in accordance with said procedure.

#### ARTICLE VIII

#### INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law in existence now or hereafter. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

#### ARTICLE IX

#### INCORPORATOR

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


Jann I. Fisher  
951 S. Andrews Avenue  
Pompano Beach, Florida 33069

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+407-8436610

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 13<sup>th</sup> day of April 1999.

  
\_\_\_\_\_  
Jan I. Fisher

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**ACKNOWLEDGMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent for GRS National Services, Inc., at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

CT Corporation

By: *Vicky Goldstein*

Name:

Title:

**VICKY GOLDSTEIN  
SPECIAL ASSISTANT SECRETARY**

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