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South Florida Electronic Services, Inc.

734 N.W. 141st Street
Miami, Florida
(305) 681-0039

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: New Corporation Filing

Gentlemen:

Enclosed are the Articles of Incorporation for:

GROVE'S 1-STOP SHOP, INC.

Fees included are \$78.75

| | |
|----------------|---------|
| Filing Fees | \$35.00 |
| Designation | 35.00 |
| Certificate of | |
| Status | 8.75 |

Please process. Thank you for your cooperation.

Sincerely yours,

Beverly L. Abner
South Florida Business Services, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 AM 11:03

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U.S. POSTAL SERVICE MAY 20 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAY -3 AM 11:03

ARTICLES OF INCORPORATION OF

GROVE'S 1-STOP SHOP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation

ARTICLE I

NAME

The name of the corporation is:
GROVE'S 1-STOP SHOP, INC.

ARTICLE II

COMMENCEMENT AND DURATION

This corporation shall commence business on filing of these Articles. Its existence shall be perpetual.

ARTICLE III

PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE IV

CAPITAL STOCK

The Corporation shall issue 1000 shares with no Par Value.

ARTICLE V

PREEMPTIVE RIGHTS

Each Stockholder of the corporation shall have the right to purchase or subscribe

for, at the par value thereof, a prorata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed, or by any Amendment thereof or out of shares of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or,
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent, any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VI MANAGEMENT

This corporation shall have a Board of Directors, and all of the corporate powers shall be exercised by, and the business affairs of the corporation shall be managed under the direction of the Officers of the Corporation.

ARTICLE VII SPECIAL STOCKHOLDERS MEETINGS- CALL

Special meeting of the Stockholders may be called at any time for any purpose by an officer of the corporation or the holders of twenty (20%) percent of all outstanding shares.

ARTICLE VIII STOCKHOLDERS RIGHTS & RESERVATION OF POWER TO ADOPT, AMEND, AND REPEAL BY-LAWS

The power to make, alter or amend and repeal the by-laws of the corporation shall be reserved to the Stockholders of the corporation.

ARTICLE IX STOCK TRANSFERS- CORPORATIONS RIGHT OF FIRST REFUSAL

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the Stockholder; shall be sent via Registered or Certified mail to the corporation

at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any Stockholder, the corporation shall have the right to purchase all shares owned by such Stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the Executor, Administrator, or the Personal Representative of each Stockholder. Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

"These shares are held subject to certain transfer restrictions which are imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

ARTICLE X

The original incorporators of this corporation are:

Nadine Proctor

18405 NW 42nd Place

Opa Locka, Florida 33055

Nadine Proctor

(Signature)

Derik. Brown

18405 NW 42nd Place

Opa Locka, Florida 33055

Derik H. Brown, 3rd

(Signature)

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me, the undersigned authority, on this 30 day of March, 1999 personally appeared, the above named incorporators, to me known to be the persons described in and who signed the foregoing Articles of Incorporation and they acknowledged to me that that they executed the same freely and voluntarily for the uses and purposes expressed therein.

Witness my hand and official seal the day and year first above written.

My commission expires:

Nov. 11, 2001

Notary Public

Michael B. Lewis



MICHAEL B. LEWIS
COMMISSION # CC 695622
EXPIRES NOV 11, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

ARTICLE XI
DESIGNATED OFFICE/REGISTERED AGENT

The physical address of the working corporation is:

3725 Grand Avenue

Coconut Grove, Florida 33133

The office address of the corporation is:

18405 NW 42nd Place

Opa Locka, Florida 33055

The Registered Agent at this address is

Nadine Proctor

18405 NW 42nd Place

Opa Locka, Florida 33055

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

I, Nadine Proctor, having been named to accept service of process for the above named corporation, at the place designated in the certificate, accept the office of Registered Agent, and 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 obligations of Section 607.325, Florida Statutes. I am located at

18405 NW 42nd Place

Opa Locka, Florida 33055

Nadine Proctor

(Signature)

STATE OF FLORIDA

COUNTY OF MIAMI DADE

Sworn to and subscribed before me this 30 day of March 1999

Michael B. Lewis

Michael B. Lewis, Notary Public

State of Florida



MICHAEL B. LEWIS
COMMISSION # CC 695622
EXPIRES NOV 11, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.