

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-06/03/99-01062--007

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GROVE TRADING CO.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS



Profit



NonProfit



Limited Liability



Domestication



Other

AMENDMENTS

Amendment

Resignation of R.A., Officer/Director

Change of Registered Agent

Dissolution/Withdrawal

Merger

OTHER FILINGS

Annual Report

Fictitious Name

Name Reservation

REGISTRATION/  
QUALIFICATION

Foreign

Limited Partnership

Reinstatement

Trademark

Other

FILED  
99 JUN -3 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

99 JUN -3 AM 11:35

RECEIVED

Examiner's Initials

FILED

99 JUN -3 PM 1:50

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
GROVE TRADING CO.

ARTICLE I

NAME & ADDRESS:

The name of this corporation is Grove Trading Co.  
and the address is 2964 Aviation Ave., Second Floor  
Coconut Grove, Fl. 33133

ARTICLE II  
DURATION

This corporation is to exist perpetually and it shall  
commence its existence on the date of filing of the Articles  
of Incorporation with the Secretary of the State of Florida.

ARTICLE III  
PURPOSE

The purpose of this corporation is to transact any and all  
business permitted under the laws of the United States of  
America and the laws of the State of Florida.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 500 shares of Common  
stock at \$1.00 par value.

Shares may be issued for such consideration, having a value  
not less than the par value of the shares issued therefore,  
as is determined from time to time by the board of directors.

Treasury shares may be disposed of by the corporation for  
such consideration as may be determined from time to time by  
the board of directors.

The consideration for the issuance of shares or for the  
disposal of treasury shares may be paid, in whole or in part  
in cash or other property, tangible or intangible, or in  
labor or services actually performed for the corporation.  
Shares may not be issued until the full amount of the  
consideration for which shares are to be issued shall have  
been received by the corporation, such shares shall be deemed  
to be fully paid and nonassessable.

ARTICLE V  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 issuance of fractional shares at the price at which it is offered to others).

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be: 2964 Aviation Ave., Second Floor, Coconut Grove, Fl. 33133.

The name of the initial registered agent at the address shall be: Ramon J. Rico.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be increased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one.

ARTICLE VIII  
INITIAL DIRECTORS

The name and address of the members of the initial Board of Directors of this corporation is:

Ramon J. Rico, Pres/Treas  
7440 SW 67th Ave.  
Miami, Fl. 33143

Florentino Gonzalez, VP/Sec  
2964 Aviation Ave.,  
Second Floor  
Coconut Grove, Fl. 33133

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such a person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter begun a director

or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against or be reimbursed for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of this duties.

The rights accruing to any person under the foregoing provisions shall not include any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a part to, or any may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact be, or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE X REMOVAL OF DIRECTORS

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI  
INCORPORATORS

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

Ramon J. Rico  
7440 SW 67th Ave.  
Miami, Fl. 33143

ARTICLE XII  
BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new by-laws may be adopted by the shareholders, and the shareholders may prescribe in any by-laws made by them that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII  
POWERS

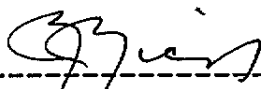
This corporation shall have all powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the director of the Board of Directors.

ARTICLE XIV  
AMMENDMENT

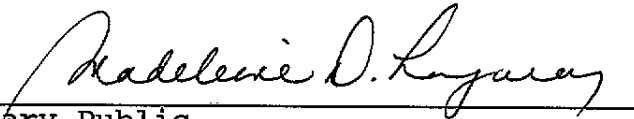
These articles of incorporation may be ammended in the manner provided by law. Every ammendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of April, 1999.

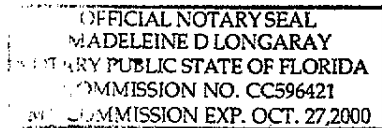
  
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Ramon J. Rico

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county aforesaid, personally appeared Ramon J. Rico personally known to me who executed the foregoing Articles of Incorporation. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 23rd day of April, 1999.



Notary Public  
State of Florida at Large



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

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In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act.

That GROVE TRADING CO., desiring to be organized under the  
laws of the State of Florida with its principal office as  
indicated in the Articles of Incorporation, State of Florida,  
has named Ramon J. Rico as agent to accept service of process  
within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above  
state corporation, at the place designated in this  
certificate, I hereby accept to act in this capacity, and  
agree to comply with the provision of said Act.

  
\_\_\_\_\_  
REGISTERED AGENT

**FILED**  
99 JUN -3 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA