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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

**FLORIDA PROFIT CORPORATION OR P.A.**

**GROVE APPAREL, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

(9)  
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**ARTICLES OF INCORPORATION  
OF**

**GROVE APPAREL, INC.**

**ARTICLE I**

The name of this corporation is GROVE APPAREL, INC.

**ARTICLE II**

The purpose or purposes for which this corporation is organized: to conduct any lawful business authorized under the laws of the State of Florida.

**ARTICLE III**

This corporation is authorized to issue a maximum of 100 shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the board of directors.

**ARTICLE IV**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

**ARTICLE V**

The initial street address of the principal office of this corporation shall be:

Joshua D. Fuller  
3300 N.E. 191<sup>st</sup> Street  
Bay Club II - 1817  
Aventura, FL 33180

**ARTICLE VI**

The number of directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall have no less than one (1) Director at any time.

Prepared by:  
ALLEN D. FULLER, ESQUIRE  
2801 South Bayshore Drive  
Suite 1500  
Miami, Florida 33133  
(305) 250-7150

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TALLAHASSEE, FLORIDA

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ARTICLE VII

The name and address of the first Board of Directors and officer of this corporation, who shall hold office for the first year or until his successor are chosen shall be:

JOSHUA D. FULLER  
3300 N.E. 191<sup>st</sup> Street  
Bay Club II - 1817  
Aventura, FL 33180

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

JOSHUA D. FULLER  
3300 N.E. 191<sup>st</sup> Street  
Bay Club II - 1817  
Aventura, FL 33180

ARTICLE IX

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

JOSHUA D. FULLER  
3300 N.E. 191<sup>st</sup> Street  
Bay Club II - 1817  
Aventura, FL 33180

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

  
JOSHUA D. FULLER, Incorporator

STATE OF FLORIDA     )  
COUNTY OF MIAMI-DADE    )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOSHUA D. FULLER,

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known to me to be the person described in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS MY HAND and official seal at Miami, Dade County, Florida, this 12 day of July 1999.



NOTARY PUBLIC, STATE OF FLORIDA

PRINT NAME

COMMISSION NO.

EXPIRATION DATE



Mariene Gonzalez  
Commission # CC 808699  
Expires Mar. 26, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

Pursuant to Section 48.091 and 607.037, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of GROVE APPAREL, INC. and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.325, Florida Statutes.

Date: July 2, 1999

  
JOSHUA D. FULLER  
Registered Agent

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