

P990010604

THE GROS GROUP INC.

173 Heron Bay Circle
Lake Mary, Fl. 32746

December 1, 1999

SECRETARY OF STATE
Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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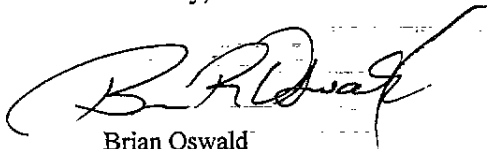
****122.50 *****78.75

Enclosed please find my check in the amount of \$122.50 for the cost of filing of the following:

THE GROS GROUP INC.

Please forward certified copies of Articles to my attention. 173 Heron Bay Circle Lake Mary, Fl. 32746

Sincerely,



Brian Oswald
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE GROS GROUP INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators deliver these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act, and hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be THE GROS GROUP INC. The principal place of business of this corporation shall be 173 Heron Bay Circle Lake Mary, FL 32746 and the mailing address of the corporation shall be the same.

ARTICLE II
CORPORATE PURPOSES, POWER AND RIGHTS

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
DURATION OF THE CORPORATION

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV
AUTHORIZED STOCK

The total number of shares of capital stock, which the Corporation has the authority to issue, is a thousand (1,000) shares of Common Stock, with a \$1.00 par value per share.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the Registered Agent of the Corporation is:

NAME
STEVE SMITH

ADDRESS
7736 Rolling Ridge Court
Orlando, FL 32835

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of four (4) persons. The name and addresses of the person(s) who shall serve as director(s) of the Corporation until the first meeting of shareholders are:

NAME	ADDRESS
BRIAN OSWALD	2712 Cranes Cove Drive Kissimmee, FL 34741
JOHN GRIMALDI	325 Valley Drive Longwood, FL 32779
STEVE SMITH	7736 Rolling Ridge Ct. Orlando, FL 32835
JOHN RUDRICK <i>RUDNICK</i>	173 Heron Bay Circle Lake Mary, FL 32746

ARTICLE VII
OFFICERS OF THE CORPORATION

The names of the persons who are to serve as officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

BRIAN OSWALD	President
JOHN RUDRICK <i>RUDNICK</i>	Vice President
STEVE SMITH	Vice President
JOHN GRIMALDI	Secretary/Treasurer

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators of the Corporation is:

NAME	ADDRESS
BRIAN OSWALD	2712 Cranes Cove Drive Kissimmee, FL 34741
JOHN GRIMALDI	325 Valley Drive Longwood, FL 32779
STEVE SMITH	7736 Rolling Ridge Ct. Orlando, FL 32835
JOHN RUDRICK <i>RUDNICK</i>	173 Heron Bay Circle Lake Mary, FL 32746

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribed to or acquire shares.

ARTICLE VIII
LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time-to-time provided for in the by-laws of this corporation.

ARTICLE IX
AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any rights conferred by these Articles of Incorporation upon the shareholders are subject to this reservation.

ARTICLE X
BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws of this corporation shall be vested in the Board of Directors.

ARTICLE XI
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by the law.

ARTICLE XII
RIGHT OF FIRST REFUSAL

No shareholder of this corporation shall have the right to sell or assign stock of this corporation without having first offered to sell such shares first to the corporation and then to other shareholders of the corporation at the same price and at the same terms and conditions pursuant to which the shareholder intends to sell their shares subject only to this right of first refusal in the corporation and the other shareholders.

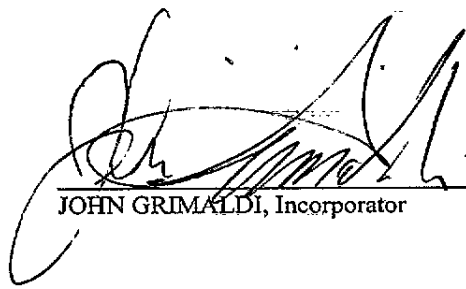
Each stock certificate issued representing shares of this corporation shall bear a restrictive legend as follows:

Transfer of this certificate and the shares represented hereby is subject to the right of first refusal of the corporation and the other shareholders contained in the Articles of Incorporation of the corporation to which the holder hereof assents.

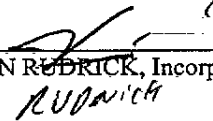
The undersigned incorporators have executed these Articles of Incorporation this ____ day of November, 1999.


STEVE SMITH, Incorporator


BRIAN OSWALD, Incorporator



JOHN GRIMALDI, Incorporator



JOHN RUDRICK, Incorporator

RUDRICK

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

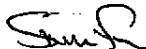
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: THE GROS GROUP INC.
2. The name and address of the registered agent and office is:

STEVE SMITH, 7736 Rolling Ridge Court, Orlando, FL 32825

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Executed this 30 day of November, 1999.



STEVE SMITH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA