

PO0000029409
JUSTIN-CRAIG LTD., INC.

March 15th, 2000

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-03/17/00--01101--002
*****70.00 *****70.00

To Whom It May Concern;

Enclosed please find the original and two copies of the Articles of Incorporation for Roach Holdings, Inc. along with a check in the amount of \$ 70.00 for the filing fees.

Please return the original and one copy to my office address, below.

Sincerely,



Barbara R. Lambert
President

FILED
00 MAR 17 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-15-00

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EFFECTIVE DATE
3-15-00

ARTICLES OF INCORPORATION

OF

ROACH HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person, competent to enter into contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation and its principal place of business is as follows:

ROACH HOLDINGS, INC.
136 COLLINS AVENUE
MIAMI BEACH, FL. 33139

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To transact any and all lawful business for which corporations may incorporate under the Florida General Corporation Act.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of such professional services.

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Justin-Craig Ltd., Inc.
3870 Amalfi Drive
Hollywood, FL 33021
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C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereto, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, or other laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation shall be Roman Jones and the initial registered office of this corporation shall be 136 Collins Avenue, Miami Beach, Florida 33139.

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ARTICLE V - ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of this corporation shall be 136 Collins Avenue, Miami Beach, Florida 33139.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall commence March 15TH, 2000 and shall exist perpetually unless dissolved according to law.

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be three.

B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Directors but shall never be less than one.

C. The name and street address of the initial members of the Board of Directors to hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified are:

ROMAN JONES
136 COLLINS AVENUE
MIAMI BEACH, FL 33139

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D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

ARTICLE VIII - INCORPORATOR

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

ROMAN JONES
136 COLLINS AVENUE
MIAMI BEACH, FL 33139

ARTICLE IX - BY-LAWS

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

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance hereof and not in limitation of the general powers conferred by the laws of the State of Florida and pursuant to the

A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, which any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

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B. To purchase and acquire any and all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, provided however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) any other retirement or incentive compensation plan.

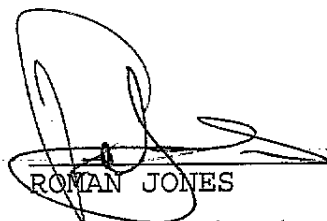
ARTICLE XI - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation 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 shareholder's meeting by a majority of the shares of stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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Having been named Registered Agent to accept service of process for the above-named corporation, at place designated in this certificate, I hereby agree to act in that capacity and to comply with the provisions of Florida Statute 48.091.


ROMAN JONES

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