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Division of Corporations

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850)385-6735  
Fax Number : (954)641-4192

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

**YELLOW ROSE MANAGEMENT COMPANY, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
YELLOW ROSE MANAGEMENT COMPANY, INC.**

The undersigned, for the purpose of forming a corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is: YELLOW ROSE MANAGEMENT COMPANY, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation by the Department of State.

**ARTICLE III - PURPOSES**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 5000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her 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 REGISTERED AGENT**

The street address of the initial registered office of this corporation is: 2160 West Atlantic Avenue, Second Floor, Delray Beach, Florida 33445; and the name of the initial registered agent of this corporation at such address is: BENJAMIN P. SHENKMAN, ESQ.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time in a manner provided by the bylaws of the corporation but shall never be less than one. The name and address of the initial director of this corporation shall be: Esperanza C. Stuart, 6340 D'Orsay Court, Delray Beach, Florida 33484.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles is: Esperanza C. Stuart, 6340 D'Orsay Court, Delray Beach, Florida 33484.

ARTICLE IX - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be: 6340 D'Orsay Court, Delray Beach, Florida 33484.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of October, 2003.

  
\_\_\_\_\_  
ESPERANZA C. STUART, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

In compliance with Section 607.0501, Florida Statutes, the following is submitted:  
YELLOW ROSE MANAGEMENT COMPANY, INC., desiring to organize or qualify  
under the laws of the State of Florida, has named BENJAMIN P. SHENKMAN, ESQ. as its  
agent to accept service of process within Florida.

Dated: October 28, 2003.

  
\_\_\_\_\_  
ESPERANZA C. STUART, Incorporator

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

  
\_\_\_\_\_  
BENJAMIN P. SHENKMAN, ESQ.  
Registered Agent

Dated: October 28 2003

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