
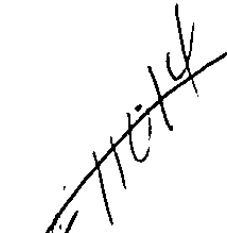
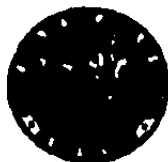


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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 23, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ROCKY OF FLORIDA, INC.
REF: W95000011014

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000005847
Letter Number: 295A00026683

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

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ARTICLES OF INCORPORATION
OF
ROCKY INVESTMENTS OF FLORIDA INC.
(A Wholly Owned Subsidiary of Rocky
For Trading & Food Products & Gifts)

WE, the undersigned, are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I

The name of the corporation shall be ROCKY INVESTMENTS OF FLORIDA INC. (A Wholly Owned Subsidiary of Rocky For Trading & Food Products & Gifts) and its principal place of business shall be 1055 South America Way, Suite 212, Miami, Florida 33132.

ARTICLE II

GENERAL NATURE OF BUSINESS

The General purpose or objects to be transacted, promoted, or carried on by this corporation are:

Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

SHARES OF STOCK-NUMBER

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is

Diana Paey-Ramos
3901 N.W. 74th Ave.
Airport West/ Ste. 114
Miami FL 33166

(305) 599.3003
FL Bar No. 71597

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The shares shall carry no pre-emptive rights.

Stock in this corporation shall be paid for in lawful money, of the United States of America, or in property, labor or services, provided that where stock is paid for in or by property, labor, services the just value thereof shall be fixed by the incorporators, or the Board of Directors, in the manner prescribed by state statute.

ARTICLE IV

AMOUNT OF CAPITAL

The amount of capital with which the Corporation will begin business will be a minimum of \$10,000.00.

ARTICLE V.

DURATION

This corporation is to have perpetual existence, commencing upon the approval of the Secretary of State of this Article of Incorporation.

ARTICLE VI

DIRECTORS

The affairs of the corporation will be managed a President and Vice President and a Secretary. The names and the addresses of the individuals who are to serve as directors are as follows:

MOHAMED AHMED EL SAHN - President
1055 South America Way, #212, Miami, Fl. 33132

ADEL ANTAR OSMAN - Vice President
1055 South America Way, #212, Miami, Fl. 33132

MERVAT MOUNIR ABD EL HOUR - Secretary
1055 South America Way, #212, Miami, Fl. 33132

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ARTICLE VIIOFFICERS

The names and addresses of the individuals who will serve as the initial officers of the corporation until new officers are appointed at the first meeting of the shareholders, are as follows:

MOHAMED AHMED EL SAHN - President
1055 South America Way, #212, Miami, Fl. 33132

ADEL ANTAR OSMAN - Vice President
1055 South America Way, #212, Miami, Fl. 33132

MERVAT MOUNIR AND EL NOUR - Secretary
1055 South America Way, #212, Miami, Fl. 33132

ARTICLE VIISUBSCRIBERS

The names and addresses of the individuals who will serve as the initial officers of the corporation are as follows:

DIANA PARR-RAMOS, ESQ. - Incorporator
3901 N.W. 79 Avenue, Suite 114
Miami, Florida 33166

ARTICLE IX

The corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, make and file these Articles of Incorporation, here by declaring and certifying that the

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facts herein stated are true, and hereunto set my hand and
seal this 24th day of May, 1993.

Diana Perez-Ramos
DIANA PEREZ-RAMOS, ESO.

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Rocky Investments of Florida, Inc.

1b. The mailing address of the corporation is: 7449 Collins Avenue
Miami Beach, FL 33141

1c. Date of incorporation: MAY 26, 1995 Document number: P9540000 41677

2. The name and address of the current registered agent and office:

DIANA PEREZ RAMOS ESQ
3901 NW 79th AVE SUITE 114
MIAMI, FLORIDA 33166

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

MOHAMED EL SAHN
7449 COLLINS AVE
MIAMI BEACH, FLORIDA 33141

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature) Sec.
(Signature of an officer, chairman or vice chairman of the board)

7/25/95
(Date)

Mervat Abdel Noure Sec
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature) Pres
(Signature of Registered Agent)

7/25/95
(Date)

If signing on behalf of an entity:

MOHAMED EL SAHN
(Typed or Printed Name)

PRESIDENT
(Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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