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DEPARTMENT OF STATE

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CORPORATION(S) NAME

ROSECO, INC.



Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
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Law Offices
Gerald R. Pumphrey
PROFESSIONAL ASSOCIATION

SUITE 300
11000 PROSPERITY FARMS ROAD
Palm Beach Gardens, Florida 33410
TELEPHONE (561) 622-5446
TELEFAX (561) 626-4824

November 19, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Dear Sir:

Enclosed please find the Articles of Incorporation for ROSECO, INC. I would appreciate it if you would file this document at your earliest convenience, and return a certified copy to:


GERALD R. PUMPHREY, ESQ.
11000 Prosperity Farms Road - #300
Palm Beach Gardens, FL 33410

Also enclosed is a check in the amount of \$122.50 for the following:

\$35.00 - Filing Fee
\$35.00 - Registered Agent
\$52.50 - Certified Copy

Your attention to the above is appreciated.

Very truly yours,


GERALD R. PUMPHREY

GRP:jp
Encs.

Dictated by
GERALD R. PUMPHREY
but signed in his
absence to avoid delay

ARTICLES OF INCORPORATION

FILED
97 NOV 24 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, Chapter 607, General Corporation Act, and petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be ROSECO, INC.

ARTICLE II

PURPOSE

The purpose for which this corporation is organized is as follows:

To engage in all activities not unlawful under the laws of the United States and the State of Florida.

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

To lend money to, and use its credit to assist its officers and employees in accordance with the laws of the State of Florida.

To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

To make donations for the public welfare or charitable, scientific, or educational purposes.

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for all or any part of its directors, officers, or subsidiaries.

To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE III

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than one (1) nor more than seven (7) members. The original Board of Directors shall consist of those persons designated as the first Board of Directors, and shall consist of such other person or persons as the members may elect, by a vote of the majority of all of the members of the corporation, at an annual or special meeting of the members.

ARTICLE IV

MANAGEMENT OF AFFAIRS - BOARD OF DIRECTORS

Section 1. The affairs of the corporation are to be managed by a Board of Directors consisting of **one (1)** person as listed below. The number of Directors may be increased from time to time by a majority vote of the Directors which is not to exceed seven (7) persons, which additional **six (6)** shall be elected from the public at large.

Section 2. The Board of Directors shall be members of the corporation.

Section 3. The members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The name and address of the individual who is to serve as Director for the ensuing year, or until the first annual meeting of the corporation, is **James M. Rose, 19839 N.W. Second Avenue, Miami, Dade County, Florida 33169.**

ARTICLE V

TERM OF EXISTENCE

The term for which this corporation is to exist is perpetual.

ARTICLE VI

ADOPTION AND CHANGE OF BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business in the carrying out of its purpose as it may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered, or rescinded by the majority vote of those members of the Board of Directors present at any regular meeting or special meeting for that purpose.

ARTICLE VII

REGISTERED AGENT

The Registered Agent for this corporation shall be **Gerald R. Pumphrey, Esq.** The Registered Office of the corporation shall be **11000 Prosperity Farms Road, Suite 300, Palm Beach Gardens, Florida 33410.**

ARTICLE VIII

AUTHORIZED SHARES

The amount of the total authorized stock of the corporation shall be **One Thousand (1,000)** shares at **One Dollar (\$1.00)** par value. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a judged valuation being fixed by the Directors.

The amount of capital with which the corporation shall begin business shall not be less than **Five Hundred Dollars (\$500.00)**.

ARTICLE IX

LOCATION

The location of this corporation shall be **19839 N.W. Second Avenue, Miami, Florida 33169**.

ARTICLE X

INCORPORATOR

The name and address of the incorporator of this corporation is **James M. Rose, 19839 N.W. Second Avenue, Miami, Florida 33169**. Said incorporator is over the age of eighteen (18) years, is sui juris, and is a citizen of the United States.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal, this **19th** day of **November, 1997**, for the purpose of forming this corporation.

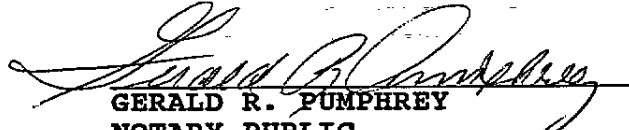


JAMES M. ROSE

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me this **19th** day of **November, 1997**, by **James M. Rose**, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of November, 1997.


GERALD R. PUMPHREY
NOTARY PUBLIC
My Commission Expires:



GERALD R PUMPHREY
My Commission CC452526
Expires Apr. 12, 1999

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

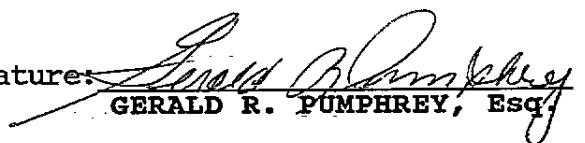
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ROSECO, INC.
2. The name and address of the Registered Agent and Registered Office is: Gerald R. Pumphrey, Esq., 11000 Prosperity Farms Road, Suite 300, Palm Beach Gardens, Florida 33410

Signature: 
JAMES M. ROSE
Incorporator and Director

Date: November 19, 1997

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.

Signature: 
GERALD R. PUMPHREY, Esq.

Date: November 19, 1997

(Registered Agent Filing Fee: \$35.00)

FILED
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SECRETARY OF STATE
PALM BEACH GARDENS, FLORIDA