

99000005474



ACCOUNT NO. : 072100000032

REFERENCE : 060450 7168550

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 10, 1998

ORDER TIME : 3:18 PM

ORDER NO. : 060450-005

CUSTOMER NO: 7168550

CUSTOMER: Richard Rosi, Esq
RICHARD ROSSI, ESQ.
RICHARD ROSSI, ESQ.
Suite 203
245 North Ocean Boulevard
Deerfield Beach, FL 33442

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-12/11/98--01001--019
*****70.00 *****70.00

DOMESTIC FILING

NAME: LAW OFFICES OF RICHARD
ROSSI, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

630-2544
W98-27834

EXAMINER'S INITIALS:

gf
1/20/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 10 AM 10:15

RECEIVED
98 DEC 10 4:00
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 10 AM 10:15

December 11, 1998

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: LAW OFFICES OF RICHARD ROSSI, P.A.
Ref. Number: W98000027834

We have received your document for LAW OFFICES OF RICHARD ROSSI, P.A.. However, the document has not been filed and is being returned for the following:

- ✓ The specific nature of business of the professional association must be stated in the document.

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 998A00058595

This is the same individual that has pan-99831.

RECEIVED
99 JAN 19 AM 9:53
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 10 AM 10:15

OF

LAW OFFICES OF RICHARD ROSSI, P.A.

ARTICLE I

The name of the Corporation is Law Offices of Richard Rossi, P.A.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all business for which a corporation may be formed under Chapter 607 of the Florida Statutes, as amended from time to time. This corporation may engage in every aspect of the business of rendering the same professional services to the public that an attorney, duly licensed under the laws of the state of Florida is authorized to render.

ARTICLE III

The Corporation is authorized to issue 100,000,000 shares of common stock, par value \$.0001 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is Suite 203 245 N. Ocean Blvd. Deerfield Beach, FL 33441 and the name of the initial registered agent of the Corporation at such address is Mr. Richard Rossi.

ARTICLE V

The initial mailing address for the Corporation is Suite 299, 265 S. Federal Highway, Deerfield Beach, FL 33441.

ARTICLE VI

The Corporation shall have 1 director (s) initially and the number of directors may be increased or decreased from time to time as provided by the By-laws but shall never be less than one (1). The names (s) and address (es) of the initial Director (s) is/are as follows:

Richard Rossi
Suite 299, 265 S. Federal Hwy.
Deerfield Beach, FL 33441

ARTICLE VII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such a person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another Corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the Corporation or a director of such other Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

ARTICLE IX

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE X

The name (s) and address (es) of the incorporator (s) of this Corporation is/are Richard Rossi, Suite 299 265 S. Federal Hwy., Deerfield Beach, FL 33441.

ARTICLE XI

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

ARTICLE XII

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of December, 1998.


Richard Rossi

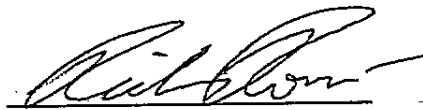
ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 10 AM 10:16

I hereby accept the appointment as registered agent contained in the foregoing Articles of incorporation and State that I am familiar with and accept the obligations of section 607.0505 of the Florida Statutes, as amended.



Richard Rossi