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BADER LAW OFFICE
COUNSELOR AT LAW
22232 Westchester Boulevard
Mail: Post Office Box 3551
Port Charlotte, Florida 33949
(941) 625-4180

FILED
99 FEB 26 AM 11:15
SECRETARY OF
TALLAHASSEE
MIAMI OFFICE
2251 S.W. 22ND STREET
(CORAL WAY)
MIAMI, FLORIDA 33145
(305) 856-6910

ROBERT (BOB) BADER, P.A.
Fax on request

February 24, 1999

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

EFFECTIVE DATE

2-24-99

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-02/26/99--01021--007

RE: Articles of Incorporation - Roofus Research and Development, Inc. ****122.50 *****78.75

Dear Sir or Madam:

Enclosed please find an original and two copies of Articles of Incorporation for Roofus Research and Development, Inc. Also enclosed is our check in the amount of \$122.50 representing the required filing fees (filing fee \$35.00, designation of and acceptance of registered agent, \$35.00, certified copy of the document, \$52.50).

If additional information is required or you have any questions regarding this filing, please contact the undersigned immediately.

Very truly yours,

Robert M. Bader

RMB:dje
enclosures
cc: client

CB
3-2-99
15

EFFECTIVE DATE
2-24-99

FILED
99 FEB 26 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROOFUS RESEARCH AND DEVELOPMENT, INC.

The undersigned adopt(s) these articles of incorporation for purposes of forming a corporation under the Florida Business Corporation Act:

ARTICLE ONE
NAME OF CORPORATION

The name of the corporation is: Roofus Research and Development, Inc.

ARTICLE TWO
ADDRESS

The corporation's principal offices are located at 125 Morningstar Drive, Punta Gorda, Florida, 33982, which also serves as its mailing address.

ARTICLE THREE
PURPOSE

This corporation is established for any lawful purpose or purposes.

ARTICLE FOUR
COMMENCEMENT OF CORPORATE EXISTENCE

As permitted by section 607.0203 of the Florida Business Corporation Act, the existence of this corporation will commence on the date of subscription and acknowledgement of these articles of incorporation.

**ARTICLE FIVE
CORPORATE STOCK**

This corporation is authorized to issue 100 shares of voting common stock.

**ARTICLE SIX
REGISTERED AGENT**

The street of the initial registered office of the corporation is 125 Morningstar Drive, Punta Gorda, Florida, 33982, and the name of its initial registered agent at such address is Robert M. Bader.

**ARTICLE SEVEN
DIRECTORS**

The name and address of each of the initial directors of this corporation are:

NAME	ADDRESS
Louis Scerbo, President	21 Edgewood, Nutley, NJ 07110
Alan Baruch, Vice President	125 Morningstar Dr., Punta Gorda, FL 33982
Taryn Baruch, Vice President	120 E. 34th St., Apt. 5K, New York, NY 10016
Marilyn Baruch, Secretary/Treasurer	125 Morningstar Dr., Punta Gorda, FL 33982

**ARTICLE EIGHT
INCORPORATOR**


The name and address of each incorporator are:

NAME	ADDRESS
Alan Baruch	125 Morningstar Dr., Punta Gorda, FL 33982
Louis Scerbo	21 Edgewood, Nutley, NJ 07110

**ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION**

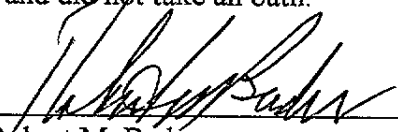
This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 24th day of February, 1999.


Alan Baruch

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 24th day of February, 1999, by Alan Baruch. He is personally known to me and did not take an oath.


Robert M. Bader
Notary Public - State of Florida
Commission No.:

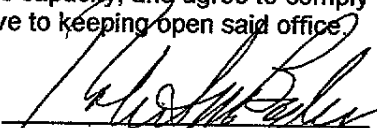
My Commission expires:



ROBERT M. BADER
MY COMMISSION # CC435269 EXPIRES
May 12, 1999
BONDED THRU TROY FAIN INSURANCE, INC

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping open said office.


Robert M. Bader
22232 Westchester Blvd.
P.O. Box 3551 (Mail)
Port Charlotte, FL 33949

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TALLAHASSEE, FLORIDA