

CT CORPORATION

F02000000497

FILED
02 JAN 29 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Romair, Inc d/b/a Romair, Inc. of Delaware

0

300004834489--0

01/30/02 01001-008

*****78.75 *****78.75

(X) Profit
() Nonprofit
(X) Foreign

(5)

() Amendment

() Merger

() Limited Partnership
() LLC

() Dissolution/Withdrawal
() Reinstatement
() Annual Report
() Name Registration
() Fictitious Name

() Mark
() Other
() Change of RA
() UCC

(X) Certified Copy

() Photocopies

() CUS

() Call When Ready
(x) Walk In
() Mail Out

() Call If Problem
() Will Wait

() After 4:30
(x) Pick Up

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/29/02

BK

Order#: 5080191

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

40 8 PM 29 JAN 20

RECEIVED

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned JAVIER E. ROSENEY, do hereby certify
(Name)

that this Resolution of the Board of Directors of Romair, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware
was duly adopted on January 29, 2002

Be it resolved, that Romair, Inc.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name
Romair, Inc. of DE for use in Florida.

Dated: 1/29/02


Signature of either Chairman, Vice Chairman or any officer

JAVIER E. ROSENEY
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

02 JAN 29 AM 9:57
FILED
SUBMITTED TO
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
N^o or
d of a

1. Romair, Inc.

2. Delaware

3. Applied for

4. January 25, 2002

5. Perpetual

6. January 30, 2002

7. 103 Springer Building, 3411 Silverside Road, Wilmington, Delaware 19810

8. To engage in any lawful act or activity for which corporations may be organized under the State of Delaware

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Scott C. Burgess

Office Address: 1041 Southeast 17th Street, Penthouse

Fort Lauderdale, Florida, 33316

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Javier E. Roseney

Address: 1750 W. 46 Street # 206, Hialeah, FL 33012

Vice Chairman: _____

Address: _____

Director: Javier E. Roseney

Address: 1750 W. 46 Street #206, Hialeah, FL 33012

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Javier E. Roseney

Address: 1750 W. 46 Street #206, Hialeah, FL 33012

Vice President: _____

Address: _____

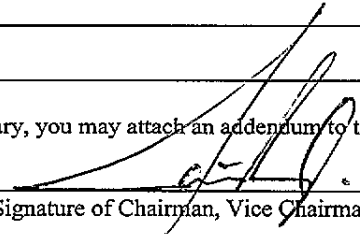
Secretary: Javier E. Roseney

Address: 1750 W. 46 Street #206, Hialeah, FL 33012

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Javier E. Roseney, Sole Officer and Director
(Typed or printed name and capacity of person signing application)

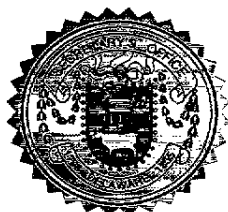
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROMAIR, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2002.

FILED
02 JAN 29 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3484058 8300

AUTHENTICATION: 1580284

020052950

DATE: 01-28-02