

F98000006957

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: THE ROSE FAMILY, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ROBERT ROSENFELD
(Name of Person)

THE ROSE FAMILY, INC.
(Firm/Company)

2593 DUDLEY DRIVE WEST
(Address)

WEST PALM BEACH, FL. 33415
(City/State/Zip)

98 DEC 22 PM 1:21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mt

12/22

Should you need to call someone concerning this matter, please call:

400002698214--B
-12/01/98-01003-011
*****70.00 *****70.00

W98-26753

ROBERT ROSENFELD at (561) 967-4953
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 1, 1998

ROBERT ROSENFELD
THE ROSE FAMILY, INC.
2593 DUDLEY DRIVE WEST
WEST PALM BEACH, FL 33415

SUBJECT: THE ROSE FAMILY, INC.
Ref. Number: W98000026753

We have received your document for THE ROSE FAMILY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's date of incorporation/organization must be listed in the document.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6097.

Michael Mays

98 DEC 22 PM 1:21
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Document Specialist

Letter Number: 398A00056814

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 PM 1:21



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 10, 1998

ROBERT ROSENFELD
THE ROSE FAMILY, INC.
2593 DUDLEY DRIVE WEST
WEST PALM BEACH, FL 33415

SUBJECT: THE ROSE FAMILY, INC.
Ref. Number: W98000026753

We have received your document for THE ROSE FAMILY, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Your corporate name The Rose Family, Inc. is not available; so therefore you would need to adopt an alternate name you have not done that on the enclosed resolution.

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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 398A00058373

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 PM 1:21

12/14/98

Dear Mr. Mays,

As per our conversation today, I'm returning the form with the name, "THE ROSE CONSORTIUM" which you already checked for me.

Thank you for your assistance.....

R. Rosenfeld

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned ROBERT ROSENFELD, do hereby certify
(Name)

that this Resolution of the Board of Directors of THE ROSE FAMILY, INC.

THE ROSE CONSORTIUM, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of NEW YORK,

was duly adopted on MAY 5, 1998

Be it resolved, that THE ROSE FAMILY INC.
(Corporate Name)

organized and existing in the State of NEW YORK, hereby adopts the name

The Rose Consortium, Inc. for use in Florida.

Dated: 12/2/98

Robert Rosenfeld
Signature of either Chairman, Vice Chairman or any officer

ROBERT ROSENFELD
Type or print name

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 PM 1:21

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. THE ROSE FAMILY, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. NEW YORK
(State or country under the law of which it is incorporated)
3. 11-3107981
(FEI number, if applicable)
4. 5-5-92
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2593 DUDLEY DRIVE WEST
WEST PALM BEACH, FL. 33415
(Current mailing address)

FILED
SECRETARY OF STATE
DEC 22 PM 1:21

8. SALES & MARKETING
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

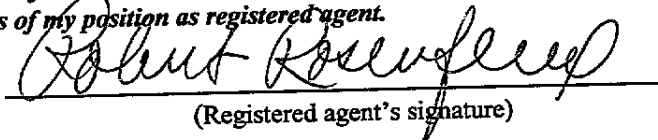
Name: ROBERT ROSENFELD

Office Address: 2593 DUDLEY DRIVE WEST

W. PALM BEACH, Florida, 33415
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: ROBERT ROSENFELD

Address: 2593 DUDLEY DRIVE WEST
WEST PALM BEACH, FL. 33415

Vice President: RUBY ROSENFELD

Address: 2593 DUDLEY DRIVE WEST
WEST PALM BEACH, FL. 33415

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Robert Rosenfeld

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

14. ROBERT ROSENFELD

(Typed or printed name and capacity of person signing application)

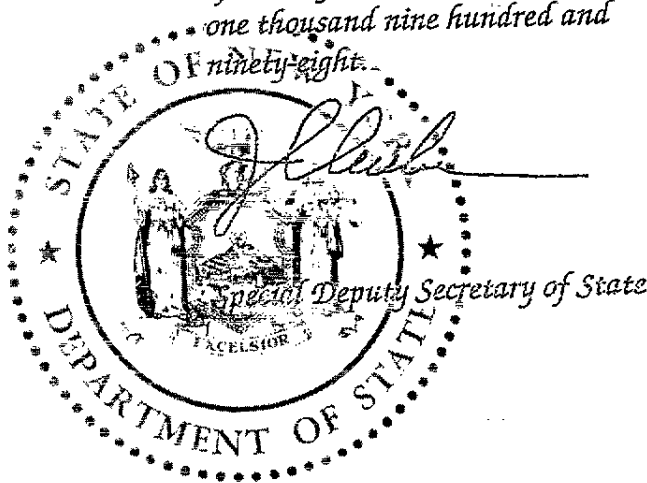
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 PM 1:22

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of THE ROSE FAMILY INC. was filed on 05/05/1992, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 17th day of November
one thousand nine hundred and
ninety-eight.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 22 PM 1:22

199811180337 45