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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: R.O.S.E.S. - RESEARCH ORGANIZATION SERVING R

AUDIT NUMBER.....H96000014423

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

October 14, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: R.O.S.E.S. - RESEARCH ORGANIZATION SERVING EDUCATIONAL SCHOLARSHIP  
REF: W96000021786

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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 (804) 487-6878.

Terri Buckley  
Corporate Specialist

FAX Aud. #: H96000014423  
Letter Number: 996A00046721

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ARTICLES OF INCORPORATION  
OF

R.O.S.E.S. - RESEARCH ORGANIZATION  
SERVING EDUCATIONAL SCHOLARSHIPS, INC.  
A NON-PROFIT CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is R.O.S.E.S. - RESEARCH ORGANIZATION SERVING EDUCATIONAL SCHOLARSHIPS, INC., A NON-PROFIT CORPORATION.

ARTICLE II - PURPOSE

The purpose of the corporation is to assist parents of high school students in locating scholarships and filling out scholarship paperwork.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - MEMBERS

Potential members shall submit an application for membership and shall be admitted when approved by the Board of Directors.

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial Registered Agent is RAYMOND KRUTZ, 1860 Forest Hill Blvd., Suite 206, West Palm Beach, FL 33406.

ARTICLE VI - BY-LAWS

The By-Laws shall be adopted by the Board of Directors and may be amended by a majority vote of the Board of Directors.

Prepared by:  
Kirk Grantham, Esq.  
1860 Forest Hill Blvd., #105  
West Palm Beach, FL 33406  
(407) 966-6211  
Fla. Bar No. 133803

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ARTICLE VII- INITIAL PRINCIPLE OFFICE

The street address of the initial principle office of R.O.S.E.S. - RESEARCH ORGANIZATION SERVING EDUCATIONAL SCHOLARSHIPS, INC. A NON-PROFIT CORPORATION, INC. is 1860 Forest Hill Blvd., Suite 206, West Palm Beach, FL 33406.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have not less than three and no more than seven directors. The initial directors shall be:

Raymond Krutz	1860 Forest Hill Blvd, Suite 206 West Palm Beach, FL 33406
Lori Hausman	931 Village Blvd., #905 West Palm Beach, FL 33409
Clement Brandenburg, Jr.	2000 Palm Beach Lakes Blvd., #800 West Palm Beach, FL 33409

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the incorporators signing these Articles of Incorporation are:

Raymond Krutz	1860 Forest Hill Blvd, Suite 206 West Palm Beach, FL 33406
Lori Hausman	931 Village Blvd., #905 West Palm Beach, FL 33409
Clement Brandenburg, Jr.	2000 Palm Beach Lakes Blvd., #800 West Palm Beach, FL 33409

ARTICLE XI - MISCELLANEOUS PROVISIONS

The Board of Directors shall have the power to 1) enter into contracts for services to be provided to the corporation, 2) borrow funds for operation and the purchase of equipment, 3) hire employees to carry out the purpose of the corporation, 4) enact and approve By-Laws, 5) make amendments to these Articles, and 6) terminate the corporation. The Board of Directors is specifically authorized to hire and do business with the members of the corporation and members of the Board of Directors.

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ARTICLE XII- TERMINATION

In the event of the termination of the corporation then all debts shall be paid and the assets remaining shall be distributed to a non-profit organization to be chosen by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28 day of Aug, 1996.

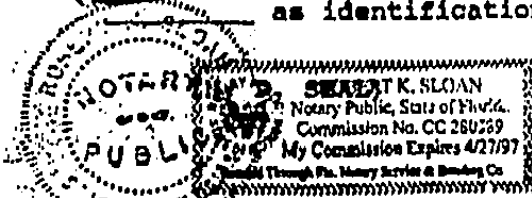
Raymond Krutz  
RAYMOND KRUTZ

Lori Hausman  
LORI HAUSMAN

Clement Brandenburg, Jr.  
CLEMENT BRANDENBURG, JR.

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of Aug, 1996 by RAYMOND KRUTZ who is personally known to me or who produced Dr. Robert K. Sloan as identification.

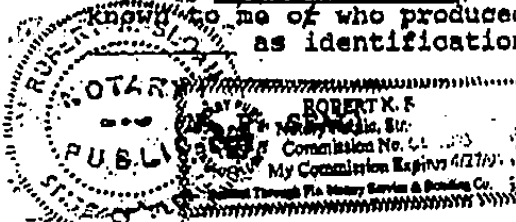


Robert K. Sloan  
Notary Public, State of Florida

Print or stamp name of notary public, commission number and date of expiration

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of Aug, 1996 by LORI HAUSMAN who is personally known to me or who produced Driver License as identification.



Robert K. Sloan  
Notary Public, State of Florida

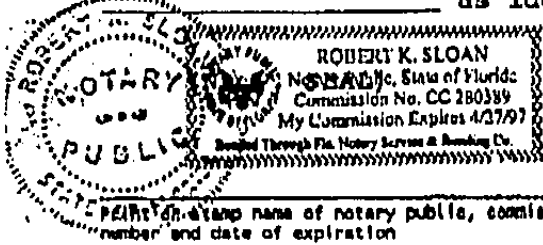
Print or stamp name of notary public, commission number and date of expiration

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STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28th  
day of Aug, 1996 by CLEMENT BRANDENBURG, JR. who is  
personally known to me or who produced Dawn Lian  
as identification.



Robert K Sloan  
Notary Public, State of Florida

PRINT name of notary public, commission  
number and date of expiration

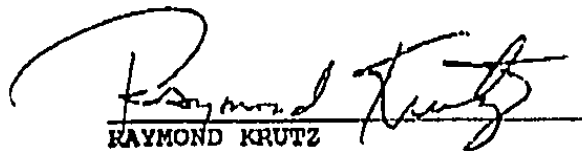
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DESIGNATION AND ACCEPTANCE  
OF REGISTERED AGENT

R.O.S.E.S. - RESEARCH ORGANIZATION SERVING EDUCATIONAL  
SCHOLARSHIPS, INC. A NON-PROFIT CORPORATION, hereby appoints RAYMOND  
KRUTZ to act as Registered Agent for the purpose of accepting  
service of process in accordance with the provisions of Chapter  
607, F.S.A.

The undersigned does hereby accept such appointment.

  
RAYMOND KRUTZ

ngskimanla.art

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