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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
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 B
AUDIT NUMBER.....H96000014423
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
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

RECORDED
INDEXED
OCT 16 1996

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 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 28th day of Aug, 1996 by RAYMOND KRUTZ who is personally known to me or who produced as identification.



ROBERT K. SLOAN
Notary Public, State of Florida
Commission No. CC 280259
My Commission Expires 4/27/97

Robert K Sloan
Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF PALM BEACH

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



ROBERT K. SLOAN
Notary Public, State of Florida
Commission No. CC 280259
My Commission Expires 4/27/97

Robert K Sloan
Notary Public, State of Florida

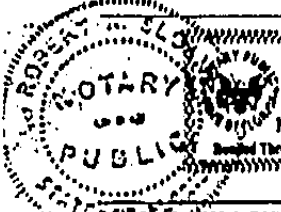
Print or stamp name of notary public, commission number and date of expiration

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STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29th
day of Aug, 1996 by CLEMENT BRANDENBURG, JR. who is
personally known to me or who produced Dawn Leman
as identification.



ROBERT K. SLOAN
Notary Public, State of Florida
Commission No. CC 280389
My Commission Expires 4/27/97
Registered Through Fla. Notary Service & Bonding Co.

Robert K Sloan
Notary Public, State of Florida

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

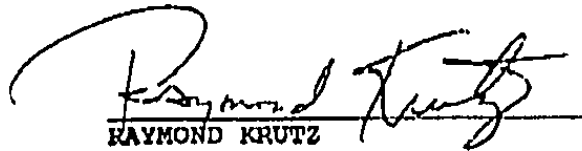
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DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

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

ngz:kwanfa.art

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