

P000000000267



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 535493 7116046

AUTHORIZATION :

Patricia K. Kuntz

COST LIMIT : \$ 78.75

ORDER DATE : December 31, 1999

ORDER TIME : 9:32 AM

ORDER NO. : 535493-005

CUSTOMER NO: 7116046

CUSTOMER: F. Andrews Taintor, Esq
F. ANDREWS TAINTOR, P.A.
F. ANDREWS TAINTOR, P.A.
Suite 5
5051 Castello Drive
Naples, FL 34103

6000003085686--2

DOMESTIC FILING

NAME: ROSLYN MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 PM 12:49

RECEIVED
00 JAN -3 AM 10:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32310

00 JAN -3 PM 12:49

ARTICLES OF INCORPORATION
OF
ROSLYN MANAGEMENT, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ROSLYN MANAGEMENT, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other states, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The principal place of business, which is also the mailing address, of this corporation shall be 40159 Washington Street, Roslindale, Massachusetts, 02131. The name and address of the initial registered agent of the corporation is F. Andrews Taintor, whose address is 5051 Castello Drive, Suite 5, Naples, Florida 34103.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

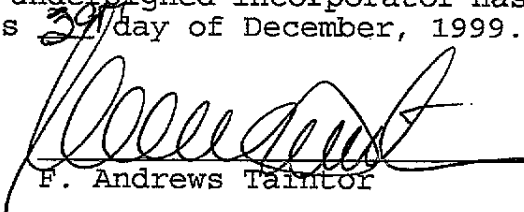
ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: F. Andrews Taintor, 5051 Castello Drive, Ste 5, Naples, Florida 34103.

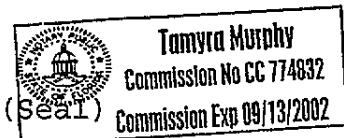
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 29 day of December, 1999.

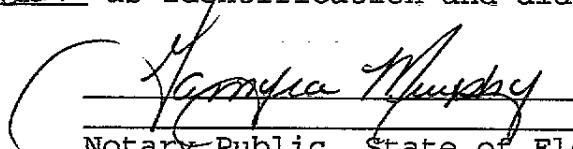

F. Andrews Taintor

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing Articles of Incorporation for Roslyn Management, Inc. was acknowledged before me on this 29 day of December, 1999, by F. Andrews Taintor who is personally known to me or who has produced personally known as identification and did not take an oath.




Notary Public, State of Florida
Commission No. CC 774832
My Commission expires: 09.13.2002

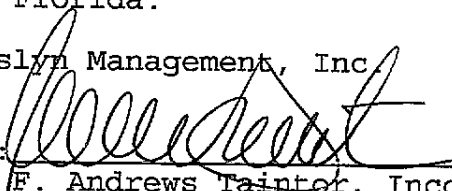
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

Roslyn Management, Inc. desiring to organize or qualify under
the laws of the State of Florida, with its principal place of
business at 40159 Washington Street, Roslindale, State of
Massachusetts, has named F. Andrews Taintor whose address is 5051
Castello Drive, Suite 5, Naples, Florida 34103 as its agent to
accept service of process within Florida.

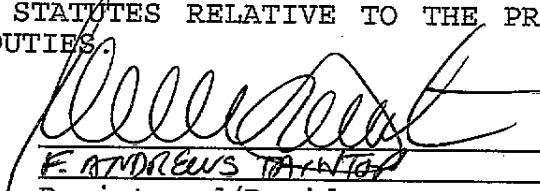
Roslyn Management, Inc

By:


F. Andrews Taintor, Incorporator

Date: December 29, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


F. ANDREWS TAINTOR
Registered/Resident Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 PM 12:49