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January 31, 2000

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Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA: FEDERAL EX 8145 6586 4403

FILED
00 FEB -2 AM 7:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **Rosscorp, Inc. and The Ross Family Limited Partnership**

Dear Sir / Madam:

Enclosed please find the original and one (1) copy of the following documents for filing:

- 1) Certificate of Limited Partnership of the Ross Family Limited Partnership, a Florida limited partnership;
- 2) Acceptance of Appointment as Registered Agent;
- 3) Affidavit of Capital Contribution;
- 4) Check #3131, in the amount of \$1,785.00, representing the filing fee for the certificate of the limited partnership and the resident agent designation;
- 5) Articles of Incorporation for Rosscorp, Inc.;
- 6) Certificate of Designation Resident Agent for Rosscorp, Inc.; and
- 7) Check #3130, in the amount of \$70.00, representing the filing fee for the Articles of Incorporation and the resident agent designation.

I would appreciate your stamping the enclosed copies as filed, and thereafter, returning same in the self-addressed overnight envelope enclosed for your convenience.


K. Rolfe FEB 09 2000

W00-3457

Florida Secretary of State
Division of Corporations
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Please give us a call if you have any questions.

Very truly yours,


Frances E. Phillips
Legal Assistant

fep
Enc.

ARTICLES OF INCORPORATION

OF

ROSSCORP, INC.

a Florida corporation

ARTICLE I

NAME

The name of this Florida corporation is Rosscorp, Inc.

ARTICLE II

ADDRESS

The mailing address of the corporation is 2440 SE Bahia Way, Stuart, Florida 34996.

ARTICLE III

REGISTERED AGENT AND REGISTERED ADDRESS

The name and address of the Registered Agent of the Corporation is Richard Ross, 2440 SE Bahia Way, Stuart, FL 34996.

ARTICLE IV

BOARD OF DIRECTORS

The name of each member of the Corporations Board of Directors is:

Richard Ross

Yvonne Ross

The affairs of the corporation shall be managed by a Board of Directors consisting of no less than one (1) director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the corporation. The election of directors shall be done in accordance

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with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

ARTICLE V CAPITAL STOCK

The Corporation shall have the authority to issue 100 shares of common stock, par value \$0.01 per share.

ARTICLE VI INCORPORATOR

The name and address of the incorporator is Richard Ross, 2440 SE Bahia Way, Stuart, Florida 34996.

ARTICLE VII CORPORATE EXISTENCE

These Articles of Incorporation shall become effective and the corporate existence will begin on the date of filing with the Secretary of State.

The undersigned Incorporator executed these Articles of Incorporation on

27, 2000.

January


RICHARD ROSS, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT

CORPORATION:

Rosscorp, Inc.

REGISTERED AGENT/OFFICE:

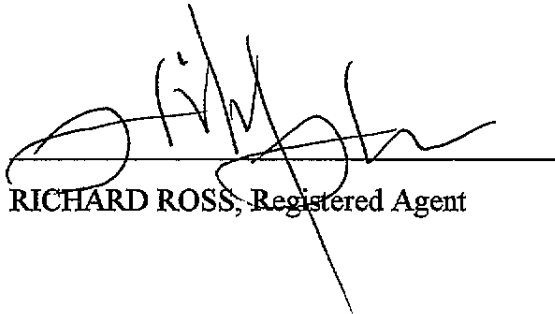
Richard Ross

2440 SE Bahia Way

Stuart, FL 34996

I agree to act as Registered Agent to accept the service of process for the Corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

DATED: January 27, 2000.



A handwritten signature in black ink, appearing to read 'Richard Ross', is written over a horizontal line.

RICHARD ROSS, Registered Agent

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