

ATTORNEYS AT LAW
222 LAKEVIEW AVENUE, 17TH FLOOR
WEST PALM BEACH, FLORIDA 33401

LAWRENCE J. DIANE

FA 655-2736

February 7, 2000

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21/6/00

EFFECTIVE DATE

2/9/00

**ARTICLES OF INCORPORATION
OF
ROSELAWN ENTERPRISES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 10 AM 8:12

ARTICLE I - NAME

The name of this corporation is Roselawn Enterprises, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation, which is also the mailing address of the Corporation, is located at the following address:

2025 N.W. 29th Road
Boca Raton, FL 33431

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on February 9, 2000.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Regserv Corp.
222 Lakeview Avenue, 17th Floor
West Palm Beach, FL 33401

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Lawrence B. Juran
2025 N.W. 29th Road
Boca Raton, FL 33431

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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NAME

Lawrence B. Juran

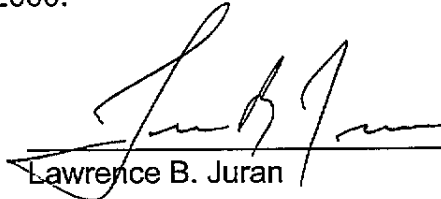
ADDRESS

2025 N.W. 29th Road
Boca Raton, FL 33431

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of February, 2000.




Lawrence B. Juran

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 9th day of February, 2000.

REGSERV CORP.

By: 

Lawrence B. Juran, President