

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Madison Rose Corporation

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ARTICLES OF INCORPORATION

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OF

Madison Rose Corporation

The undersigned sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. THE NAME OF THE CORPORATION IS: Madison Rose Corporation
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter and legal services.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 common shares, of which each share shall have a par value of \$1.00 per share.

The principal address and mailing address of the corporation will be 6450 Via Tierra Drive, Boca Raton FL 33433 the name of its initial registered agent at such address is: June Recupero

5. The name and address of the sole incorporator is:

MICHELLE SIMON
C/O BLUMBERG EXCELSIOR
62 WHITE STREET
NEW YORK, NY 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Date: 4-7-00

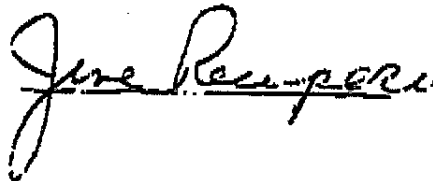


Michelle Simon
Incorporator

I, the undersigned, hereby accept appointment as Registered Agent of the above named corporation.

June Recupero
6450 Via Tierra Drive
Boca Raton, FL 33433

Date: 4-7-00



BLUMBERG EXCELSIOR
62 WHITE STREET
NEWYORK, NY 10013-3212
Tel 212 431-5000 Ext 640

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