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LAW OFFICE OF
MARC S. STEINBERG, P.A.

1980 North Atlantic Avenue
Suite 405
Cocoa Beach, Florida 32931
(321) 784-4500
Fax: (321) 784-4520

*Also Admitted in New Jersey

FILED
00 APR 13 PM 8:50
TALLAHASSEE, FLORIDA

April 7, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/13/00--111068--007
*****122.50 *****78.75

Re: Articles of Incorporation of Del Rosa, Inc.


Dear Sir:

Enclosed please find the original and two (2) copies of the Articles of Incorporation and of the Certificate of Designation of Registered Agent/Registered Office for Del Rosa, Inc. Please file the original documents and return certified copies to my office.

I have also enclosed a check in the amount of \$122.50 for fees.

Thank you for your assistance in this matter.

Very truly yours,


Marc S. Steinberg

MSS:cks
Enclosures

cc: Mr. Thomas Morgan
(with enclosures)

F. G. 100-0000

APR 18 2000

ARTICLES OF INCORPORATION

OF

DEL ROSA, INC.

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STATE OF FLORIDA
TALLAHASSEE

ARTICLE I

The name of the corporation is Del Rosa, Inc.

ARTICLE II

This corporation shall have perpetual existence commencing on the filing date of these Articles.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue 100 shares of \$1.00 par value common stock. The initial issue of the capital stock of the corporation shall be 100 shares for cash at a value of \$1.00 per share.

ARTICLE V

The street address of the principal office of this corporation shall be 3538 Dairy Road, Titusville, Florida 32796.

ARTICLE VI

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

THOMAS F. MORGAN, JR.
3538 Dairy Road
Titusville, FL 32796.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII

The name and address of the initial director of this corporation, who shall serve as director until the first annual meeting of shareholders, or until his successors shall have been

elected and qualified, is as follows:

THOMAS F. MORGAN, JR.
3538 Dairy Road
Titusville, FL 32796.

ARTICLE IX

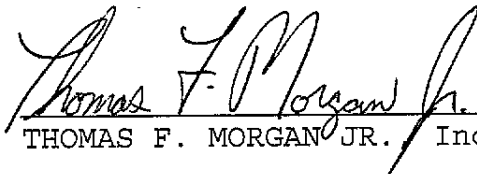
The name and address of the person signing these Articles of Incorporation as the incorporator is:

THOMAS F. MORGAN, JR.
3538 Dairy Road
Titusville, FL 32796.

ARTICLE X

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a unanimous vote of the common stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Cocoa Beach, Florida, on this 8th day of April, 2000.


THOMAS F. MORGAN JR. Incorporator

STATE OF FLORIDA :
COUNTY OF BREVARD :

The foregoing instrument was acknowledged before me this 8th
day of April, 2000, by THOMAS F. MORGAN, JR., who (X) is person-
ally known to me or () has produced _____
as identification.



Notary Public, State of Florida
at Large

Print Name: _____

Commission No. _____

My Commission Expires: _____

(Seal)



Marc Steinberg

My Commission CC774619

Expires September 13, 2002

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Del Rosa, Inc.
2. The name and address of the registered agent and office is:


THOMAS F. MORGAN, JR.
3538 Dairy Road
Titusville, FL 32796.

RECEIVED
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

00 APR 13 AM 8:50

FILED

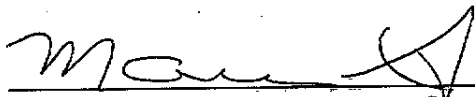
Having been named as registered agent and to accept service of
process for the above-stated corporation at the place designated
in this certificate, I hereby accept the appointment as regis-
tered agent and agree to act in this capacity. I further agree
to comply with the provisions of all statutes relating to the
proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered
agent.


THOMAS F. MORGAN, JR.

April 8 2000
Date

STATE OF FLORIDA :
COUNTY OF BREVARD :

The foregoing instrument was acknowledged before me this 8th
day of April, 2000, by THOMAS F. MORGAN, JR., who (X) is
personally known to me or () has produced _____
as identification.


Notary Public, State of Florida
Print Name: _____
Commission No. _____
My Commission Expires: _____
(Seal)

