

P00000044342

5/2/00

Requestor's Name: Manfred Rosenow
 Address: 601 SW 57 Ave #D
MIAMI FL 33144

City: _____ State: _____ ZIP: _____ Phone: _____
265-0006
#58C

CORPORATION(S) NAME

TEMA ROSAZOL, INC.

NO ENGLISH TRANSLATION

- Profit NonProfit Amendment Merger
- Foreign Dissolution Mark
- Limited Partnership Annual Report Other
- Reinstatement Reservation Change of Registered Agent
- Certified Copy Photo Copies Certificate Under Seal
- Call When Ready Call If Problem After 4:30
- Walk In Will Wait Pick Up Mail

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

T BROWN MAY - 3 2000

CERTIFIED COPY

VALIDATION ONLY

800003236658-7
 -05/03/00-01034-008
 *****78.75 *****78.75

FILED
 RECEIVED
 MAY - 3 PM 12:10
 MAY - 3 AM 9:21
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

FILED
00 MAY -3 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TEMA ROSAZUL, INC.

ARTICLE I.

NAME

The Name of the Corporation is Tema Rosazul, Inc.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

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

Manfred Rosenow, Esq.
601 S.W. 57th Avenue, Suite D
Miami, Florida 33144
Fla. Bar No. 0831638

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Hundred (100) of voting common stock with \$1.00 par value per share.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

The address of the principal office of the Corporation is 601 S.W. 57th Avenue, Suite C, Miami, Florida 33144.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 601 S.W. 57th Avenue, Suite D, Miami, Florida 33144. The initial registered agent at that address is LAW FIRM OF MANFRED ROSENOW, P.A.

ARTICLE VIII.

DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-laws.

The name and address of the first Board of Directors and Officers who shall serve until the first annual meeting of shareholders or until her successors are elected and qualified shall be:

NAME	OFFICE
Manfred Rosenow 6040 S.W. 76 Street Miami, Florida 33143	President
Teresa Rosenow 6040 S.W. 76 Street Miami, Florida 33143	Vice-President
Zulima Rosenow 6040 S.W. 76 Street Miami, Florida 33143	Secretary
Rosalie Rosenow 6040 S.W. 76 Street Miami, Florida 33143	Treasurer

ARTICLE IX.

INCORPORATOR.

The name and address of the incorporator is: Manfred Rosenow, Esq., at Law Firm of Manfred Rosenow, P.A., 601 S.W. 57th Avenue, Suite D, Miami, Florida 33144.

ARTICLE X.

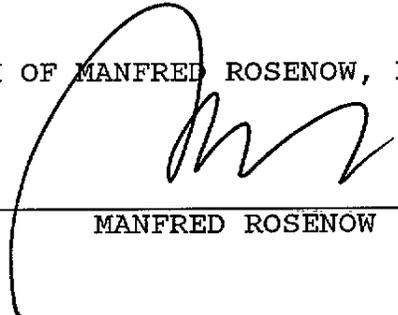
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 28th of April of 2000.

LAW FIRM OF MANFRED ROSENOW, P.A.

By: _____


MANFRED ROSENOW

FILED
00 MAY -3 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

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 AGENT IN THE STATE OF FLORIDA.

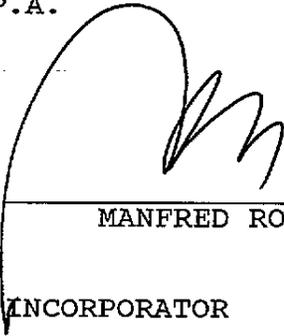
1. THE NAME OF THE CORPORATION IS:

TEMA ROSAZUL, INC

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT IS:

LAW FIRM OF MANFRED ROSENOW, P.A.
601 S.W. 57th Avenue, Suite D
Miami, Florida 33144

SIGNATURE



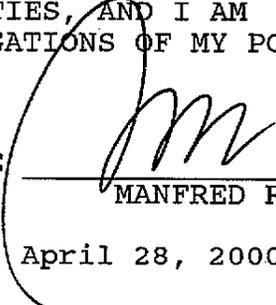
MANFRED ROSENOW

TITLE: INCORPORATOR

DATE: April 28, 2000

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 OF REGISTERED 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.

SIGNATURE



MANFRED ROSENOW

DATE: April 28, 2000