

100000055497
OFFICES
PERTNOY, SOLOWSKY, ALLEN & HABER, P.A.

RICHARD L. ALLEN
DAVID B. HABER
ALFRED I. HOPKINS
LEAH LARIVIERE *
SIDNEY M. PERTNOY
JAY H. SOLOWSKY

MUSEUM TOWER • SUITE 2000
150 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
<http://www.psahlaw.com>

TELEPHONE (305) 371-2223
BROWARD (954) 522-5688
FAX (305) 373-2073
EMAIL: jsolowsky@psahlaw.com

* Also admitted to practice in New York

May 12, 2000

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

100003257601--8
-05/18/00--01091--001
*****78.75 *****78.75

Re: CARVER CORPORATION

Gentlemen:

Enclosed find Articles of Incorporation of CARVER CORPORATION, together with our check for \$ 78.75, to cover the following costs:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified copy of the Articles	\$ 8.75

Kindly acknowledge this filing and forward a certified copy of the Articles.

Thank you.

Very truly yours,



SIDNEY M. PERTNOY

FILED
00 JUN - 8 AM 7:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMP/wp

M:\Main\Carver\l-Secy-State.wpd

T BROWN JUN - 9 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 23, 2000

SIDNEY M. PERTNOY
PERTNOY, SOLOWSKY, ALLEN & HABER, P.A.
150 W. FLAGLER STREET, SUITE 2000
MIAMI, FL 33130

SUBJECT: CARVER CORPORATION
Ref. Number: W00000013273

We have received your document for CARVER CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 000A00029226

LAW OFFICES

PERTNOY, SOLOWSKY, ALLEN & HABER, P.A.

RICHARD L. ALLEN
STEVEN L. BEILEY
DAVID B. HABER
ALFRED I. HOPKINS
LEAH LARIVIERE *
SIDNEY M. PERTNOY
JAY H. SOLOWSKY

MUSEUM TOWER • SUITE 2000
150 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
<http://www.psahlaw.com>

TELEPHONE (305) 371-2223
BROWARD (954) 522-5688
FAX (305) 373-2073
EMAIL: spertnoy@psahlaw.com

* Also admitted to practice in New York

June 5, 2000

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

Re: ROBERTA CORPORATION

Gentlemen:

Reference is made to the enclosed copy of your letter of May 23, 2000, respecting our submission of proposed Articles of Incorporation for "CARVER CORPORATION".

Pursuant to your letter, we have selected a new name, namely, ROBERTA CORPORATION, and we enclose the Articles of Incorporation for same.

You advised that you are holding our check for \$78.75, and we should appreciate your acknowledging this filing and forwarding a certified copy of the Articles.

Thank you.

Very truly yours,



SIDNEY M. PERTNOY

SMP/wp

**ARTICLES OF INCORPORATION
OF
ROBERTA CORPORATION**

FILED
00 JUN -8 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

ROBERTA CORPORATION

ARTICLE II

This corporation shall commence its perpetual existence on the date these Articles are filed with the Secretary of State.

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1000	\$1.00	Common

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent, as well as the mailing address of the corporation, are as follows:

Sidney M. Pertnoy
Suite 2000, Museum Tower
150 West Flagler St.
Miami, Florida 33130

ARTICLE VI

The name and address of the first director of this corporation is:

Stuart Carver
2919E North Military Trail
Suite 220
West Palm Beach, Florida 33409

ARTICLE VII

The name and address of the Incorporator is:

Sidney M. Pertnoy
Suite 2000, Museum Tower
150 West Flagler St.
Miami, Florida 33130

ARTICLE VIII

By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in

connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this

corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 15th day of May, 2000.

 (SEAL)
SIDNEY M. PERTNOY

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
00 JUN -8 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in Compliance
with said Act:

ROBERTA CORPORATION

desiring to organize under the laws of the State of Florida with its principal office, as indicated in
the Articles of Incorporation, at 2919E North Military Trail, Suite 220, West Palm Beach, Florida
33409, has named SIDNEY M. PERTNOY as its agent to accept service of process within this
State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at Suite
2000, Museum Tower, 150 W. Flagler St., Miami, Florida 33130, I hereby agree to act in this
capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

 (SEAL)
SIDNEY M. PERTNOY, Registered Agent