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TRANSMITTAL LETTER

FILED
00 JUL 17 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-07/17/00--01122--008
*****70.00 *****70.00

SUBJECT: **ROCK'S OF ORLANDO CORPORATION.**

I enclose an original and __ copy(ies) of the Articles of Incorporation
for the above corporation and a check in the amount of **\$70.00.**

SIGNED: _____

From: _____

Ruben D. Toro
Name

7345 Sand Lake Rd. Ste. 204
Address

Orlando FL 32819
City State Zip

(407) 370-6445

Telephone Number

ARTICLES OF INCORPORATION
OF
ROCK'S OF ORLANDO CORPORATION

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ARTICLE I NAME

The name of the corporation shall be: **ROCK'S OF ORLANDO CORPORATION**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1088-C REDMAN ST.
ORLANDO FL 32839

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **1,000 SHARES OF THE PAR VALUE OF \$ 1.00 EACH.**

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

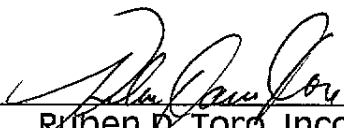
RUBEN D. TORO
7345 SAND LAKE RD. STE. 204
ORLANDO FL 32819

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

RUBEN D. TORO
7345 SAND LAKE RD. STE. 204
ORLANDO FL 32819

The undersigned has executed these Articles of Incorporation this **13TH** day of **July** **2000**.



Ruben D. Toro, Incorporator


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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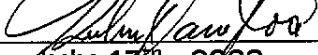
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:
ROCK'S OF ORLANDO CORPORATION.

2. The name and address of the registered agent and office is:
RUBEN D. TORO
7345 SAND LAKE RD. STE. 204
ORLANDO FL 32819

Signature: 
Title: Incorporator
Date: July 13th, 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 AS 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: 
Date: July 13th, 2000