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LENNON E. BOWEN, III  
DAVID M. CAMPIONE  
JASON M. RADSON  
CHRISTOPHER C. CAMPIONE

Reply To: Eustis Office

August 2, 2000

Via Regular Mail

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

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-08/09/00--01080--012  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Articles of Incorporation of ROSERLEE, INC.

Gentlemen:

To effectuate the incorporation of ROSERLEE, INC., enclosed are the following documents:

1. One original and a conformed copy of the Articles of Incorporation of ROSERLEE, INC.
2. Our check in the amount of \$122.50 payable to the Florida Secretary of State. The amount of the check covers the cost of filing for incorporation (\$35.00), registered agent fee (\$35.00) and certified copy fee (\$52.50).

Please file the Articles of Incorporation, issue a Certificate of Incorporation for ROSERLEE, INC., and take such other actions as are required by law to effectuate the incorporation. Please forward a certified copy of the Articles of Incorporation with the Certificate of Incorporation attached.

Please notify me if there are any questions regarding these documents.

Very truly yours,

  
Lennon E. Bowen, III

LEB/edp  
Encl.

B. McKnight AUG 15 2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG -9 PM 2:59

**Articles Of Incorporation  
Of  
ROSERLEE, INC.**

FILED  
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DIVISION OF CORPORATIONS  
00 AUG -9 PM 2:59

**Article I  
Name**

The name of the corporation is ROSERLEE, INC.

**Article II  
Applicable Law**

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

**Article III  
Duration**

The Corporation will commence its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

**Optional:** The Corporation will commence its corporate existence beginning and taking effect on ---, and will have a perpetual duration.

**Article IV  
Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**Article V  
Capital Stock**

The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

**Article VI  
Initial Registered Office And Agent  
And Principal Office Of The Corporation**

The street and mailing address of the initial registered office of business and principal office of the Corporation is 600 Jennings Avenue, Eustis, Florida 32726 and the initial registered agent of the Corporation at that address is L.E. Bowen, III. The principal office address and the registered office address is the same.

## **Article VII Preemptive Rights**

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

## **Article VIII Indemnification**

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

## **Article IX Limitation Of Director Liability**

1. A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- a. The director breached or failed to perform his duties as a director; and
- b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

**Article X  
Initial Board Of Directors**

The initial board of directors will consist of one member. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the director comprising the initial board of directors is:

L.E. Bowen, III  
600 Jennings Avenue  
Eustis, Florida 32726

**Article XI  
Incorporator**

The name and address of the incorporator of the Corporation is:

L.E. Bowen, III  
600 Jennings Avenue  
Eustis, Florida 32726

**In Witness Whereof**, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this 17 day of August, 2000.

  
\_\_\_\_\_  
L.E. BOWEN, III

**Acceptance By Registered Agent**

Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
L.E. BOWEN, III  
Registered Agent

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DIVISION OF CORPORATIONS  
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