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FLORIDA PROFIT CORPORATION OR P.A.

rosewood holdings, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

ROSEWOOD HOLDINGS, INC.

ARTICLE I. NAME

The name of this Corporation is ROSEWOOD HOLDINGS, INC.

ARTICLE II. DURATION

This Corporation shall be perpetual commencing with the filing of these Articles.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business, for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act, including, but not limited to:

A. Pursue its purposes and business in any and all locations, foreign or domestic.

B. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.

C. Buy and sell real and personal property of any nature whatsoever, including notes and mortgages.

D. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.

E. Import and export wares, goods and merchandise of any nature whatsoever.

F. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.

G. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the Corporation and for any other lawful purpose.

H. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

NOTE: Prepared by: Kenneth M. Meyer, P.A., Attorney at Law
300 South Pine Island Road, Suite 261, Plantation, Florida
33021 Telephone: (954) 382-1545
Fla. Bar No. 322806

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I. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

J. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporation.

K. Guarantee performance by any other person and/or entity.

In general, this Corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue Five Thousand (5,000) shares of common stock at One (\$1.00) Dollar par value.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6740 West Commercial Blvd., Fort Lauderdale, Florida 33319, and the name of the initial registered agent of this Corporation at that address is BARRY J. KAPLAN.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of the number of directors serving on the initial Board of Directors. The number of directors of the Corporation may be changed from the number of directors serving on the initial Board of Directors at any time by affirmative vote of a majority of the stockholders. The number of directors constituting the initial Board of Directors shall be one and the names and address of each person who is to serve as a member thereof is as follows:

Barry J. Kaplan
6740 West Commercial Blvd
Fort Lauderdale, Florida 33319

ARTICLE VII. INCORPORATORS

The name and address of the persons signing these Articles are:

Barry J. Kaplan
6740 West Commercial Blvd.
Fort Lauderdale, Florida 33319

The principal office of the Corporation is:
6740 West Commercial Blvd.
Fort Lauderdale, Florida 33319

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The mailing address for the Corporation is:

6740 West Commercial Blvd.
Fort Lauderdale, Florida 33319

ARTICLE VIII. PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock, shall have the right to purchase his or her pro rata share thereof, at the price at which it is offered to others.

ARTICLE IX. REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with provisions of Section 607.0808 Florida Statutes.

ARTICLE X. EXECUTIVE COMMITTEES

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors, except such acts set forth in Section 607.0825, Florida Statutes.

ARTICLE XI. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.1002, Florida Statutes.

ARTICLE XIII. GENERAL POWERS

This Corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including, but not limited to, all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

ARTICLE XIV. OFFICERS

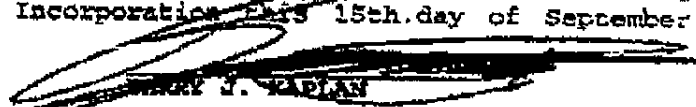
The officers of this Corporation shall consist of a president, secretary and a treasurer, each of whom shall be elected by the Board of Directors in the manner and at the time prescribed in the

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By-Laws of this Corporation. Such other officers, including specifically, but without limitation, a vice president and assistant officers and agents, as may be deemed necessary, may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the By-Laws. Any two or more offices may be held by the same person.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15th day of September 2000.


Barry J. Kaplan

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted in compliance with said Act:

First: ROSEWOOD HOLDINGS, INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida has named Barry J. Kaplan, Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Barry J. Kaplan, Registered Agent

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