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LAW OFFICE
SADER & LeMAIRE, P.A.
A PROFESSIONAL ASSOCIATION

Robert L. Sader*
Michael R. LeMaire

* Also admitted in Ohio

FILED

00 DEC 13 AM 10:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Federal Express

December 12, 2000

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*****78.75 *****78.75

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation of ROSIE'S PLACE, INC.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for a new proposed Florida corporation named "ROSIE'S PLACE, INC." Please accept them for filing. I have enclosed two checks totaling \$78.75 to cover your fee for filing and for a certified copy of the Articles. Please return same to us using the enclosed self addressed stamped envelope.

Thank you.

Very truly yours,



Michael R. LeMaire

Encls.

12/13/00

ARTICLES OF INCORPORATION

OF

ROSIE'S PLACE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: ROSIE'S PLACE, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation will engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this corporation in the State of Florida is as follows:

c/o Gerald L. Ellis
3703 N.W. 82nd Drive
Coral Springs, FL 33065

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is Robert L. Sader, Esq., whose address is 1901 W. Cypress Creek Road, Suite 415, Fort Lauderdale, FL 33309, which is also known as the registered office.

ARTICLE VII. DIRECTORS

The corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one. The name and address of the initial director is as follows:

Gerald L. Ellis	3703 N.W. 82 nd Drive
	Coral Springs, FL 33065

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata

share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INCORPORATOR

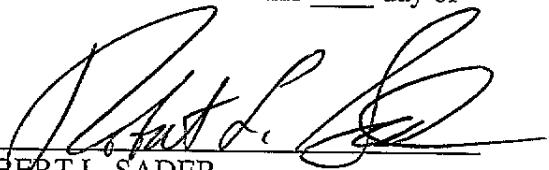
The name and address of the person signing these Articles is as follows:

Robert L. Sader	1901 W. Cypress Creek Road
	Suite 415
	Fort Lauderdale, Florida 33309

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 12 day of December, 2000.



ROBERT L. SADER
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

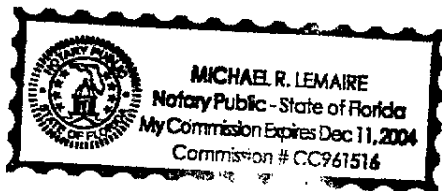
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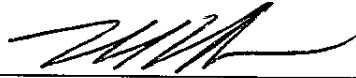
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby certify that on this day before me, a Notary Public duly authorized in the State
and County named above, to take acknowledgments, personally appeared ROBERT L. SADER,
who is personally known to me to be the person described as Incorporator of and who executed
the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those
Articles of Incorporation.

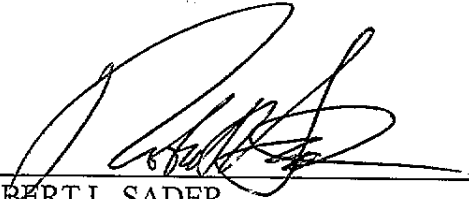
WITNESS my hand and official seal in the County and State named above this 12 day
of December, 2000.





Notary Public, State of Florida at Large
My Commission Expires:

I, ROBERT L. SADER, by execution hereof, accept the designation as Registered Agent
of this corporation.



ROBERT L. SADER