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March 14, 2001

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

Re: Articles of Incorporation.
For ROSEN MANAGEMENT, INC.

200003855962--9
-03/16/01--01061--014
*****87.50 *****87.50

Dear Sir:

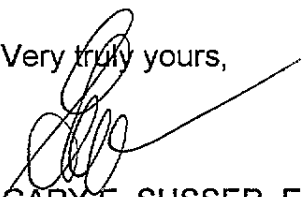
Enclosed is one original and one copy of the Articles of Incorporation for ROSEN MANAGEMENT, INC. together with our firm's check #3555 in the amount of \$87.50.

The fees are \$70.00 for filing
8.75 for a Certified Copy
8.75 for a Certificate of Status
\$87.50

Kindly file the articles and send a Certified Copy and Certificate of Status to this office in the enclosed self-addressed stamped envelope.

Thank you for your attention to this matter.

Very truly yours,


GARY E. SUSSE, ESQUIRE

GES:crp
Encs.

FILED
2001 MAR 16 PM 1:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3/20/01

ARTICLES OF INCORPORATION
OF
ROSEN MANAGEMENT, INC.

FILED

2001 MAR 16 PM 1:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation is **ROSEN MANAGEMENT, INC.** (hereinafter called the "corporation").

ARTICLE II—DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are

400 N. Flagler Drive
Suite #1004
W. Palm Beach, FL 33401

ARTICLE IV
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares, par value \$.01 of per share.

Shares of capital stock of the corporation that have been issued and subsequently acquired by the corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the corporation. If the board of directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is **SANFORD I. ROSEN**, 400 N. Flagler Drive, Suite #1004, W. Palm Beach, FL 33401

ARTICLE VI INCORPORATORS

The names and street address of the incorporator to these Articles of Incorporation is SANFORD I. ROSEN 400 N. Flagler Drive, Suite #1004, W. Palm Beach, FL 33401

ARTICLE VII PURPOSE

The general nature of the business to be transacted by the corporation is to engage in any business permitted under the laws of the State of Florida.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The corporation shall initially have two Directors. The number of the directors may be changed from time to time by the By-Laws, but shall never be less than one(1). The names and addresses of the initial directors are as follows:

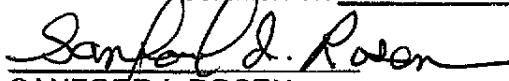
SANFORD I. ROSEN
400 N. Flagler Drive
Suite #1004
W. Palm Beach, FL 33401

ARTICLE IX AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

2001 The undersigned has executed these Articles of Incorporation on


3/7


SANFORD I. ROSEN
Incorporator

STATE OF MARYLAND)
)SS
)
COUNTY OF Montgomery)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **SANFORD I. ROSEN**, President of **ROSEN MANAGEMENT, INC.** known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 7th day of MARCH, 2001.



NOTARY PUBLIC
KENNETH J. DURST
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires August 16, 2003
Printed Name of Notary

Commission Number

My commission expires:

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, 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. ROSEN MANAGEMENT, INC.
2. The name of the registered agent is SANFORD ROSEN .
3. The address of the registered agent/registered office

400 N. Flagler Drive
Suite #1004
W. Palm Beach, FL 33401

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


By: SANFORD ROSEN

Date: 2/28, 2001