

PO1000042777

GERALD Z. ROSSOW

Lawyer

4400 PGA Boulevard, Suite 700
Palm Beach Gardens, Florida 33410
Tel. +561. 630. 0335 Fax +561. 624.3709

600004081786--2

-04/26/01--01086--008

***122.50 ***78.75

April 24, 2001

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

Re: Rockfleet, Inc.

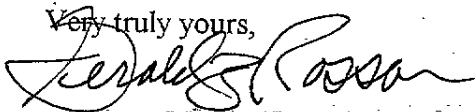
Dear Sir or Madame:

Enclosed for filing are Articles of Incorporation and Certificate of Registered Agent for the referenced corporation.

A check in the amount of \$122.50 is enclosed for the cost of incorporation. A certificate of incorporation is required. Please return copies of the Articles and RA Certificate conformed by the date of filing at your earliest convenience.

Thank you.

Very truly yours,


Gerald Z. Rossow

FILED
01 APR 26 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g4/27

**ARTICLES OF INCORPORATION
OF
ROCKFLEET, INC.**

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

1. The name of this corporation shall be

Rockfleet, Inc.

2. The corporation is to have perpetual existence.

3. The corporation may transact any and all lawful business activity permitted by the laws of the State of Florida and the United States of America.

4. The aggregate number of shares which the corporation shall have the authority to issue is 1,000. All the shares shall be common shares with a par value of \$0.10.

5. The principal office of the corporation shall be located at:

1601 Forum Place, Suite 801
West Palm Beach, Florida 33401

The name and address of the incorporator is:

Gerald Z. Rossow
4400 PGA Boulevard, Suite 700
Palm Beach Gardens, FL 33410

Incorporator is over the age of twenty-one years and sui juris.

7. Pursuant to Florida Statutes, Chapter 48.091, the following named person is designated as resident agent for the corporation to accept service of process within the State of Florida.

Gerald Z. Rossow
4400 PGA Boulevard, Suite 700
Palm Beach Gardens, FL 33410

8. One director shall constitute the initial board of directors of the corporation, but the bylaws of the corporation may provide for increases and decreases in the number of directors as permitted by law.

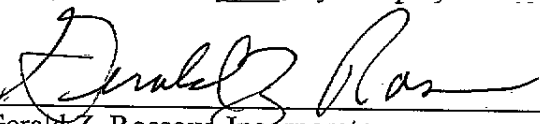
FILED
01 APR 26 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. The names and addresses of the members of the initial board of directors are:

James H. MacPherson
1601 Forum Place, Suite 801
West Palm Beach, Florida 33401

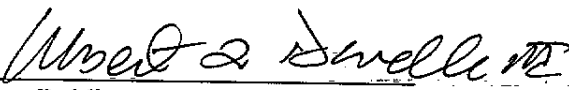
Nothing in these Articles of Incorporation shall be deemed to limit the powers of this corporation.

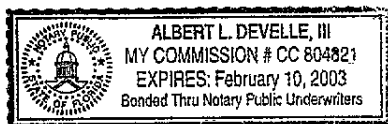
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 24th day of April, 2001.


Gerald Z. Rossow, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24th day of April, 2001 by Gerald Z. Rossow / / personally known to me or / / who produced a Florida driver's license as identification and who did not take an oath.


Notary Public



**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within this State, naming the agent upon whom process may be served and the names and addresses of officers and directors.

The following is submitted in compliance with Florida Statutes, Chapter 48.091:

Rockfleet, Inc.

a corporation organized under the laws of the State of Florida, having its principal office and place of business at 1601 Forum Place, Suite 801, West Palm Beach, Florida appoints the following agent to accept service of process:

Gerald Z. Rossow
4400 PGA Boulevard, Suite 700
Palm Beach Gardens, FL 33410

Officers:

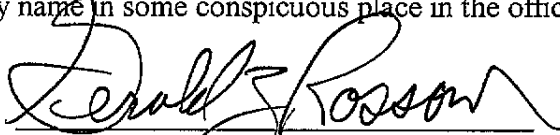
| | | |
|---------------------|-------------|-----------------------------|
| James H. MacPherson | President | 1601 Forum Place, Suite 801 |
| | Secy/treas. | West Palm Beach, FL 33401 |

Director(s):

| | |
|---------------------|---------------|
| James H. MacPherson | Same as above |
|---------------------|---------------|

ACCEPTANCE

I agree as registered agent to accept service of process; to keep the office open during prescribed business hours, to post my name in some conspicuous place in the office as prescribed by law.


Gerald Z. Rossow

FILED
01 APR 26 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA