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Law Offices of

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May 3, 2001

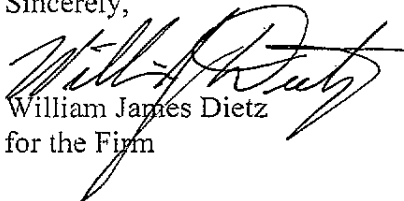
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of The Rose Company
File Number: The Rose Company:WJD:042501

Dear Sir or Madam,

Enclosed please find an original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and cost for a certified copy. I have also enclosed a self addressed, stamped envelope to return the certified copy. Thank you for your assistance and please call our office at the above number should you have any questions.

Sincerely,


William James Dietz
for the Firm

WJD:ka

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

F. GIBSON

MAY 23 2001

W-10652



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 2001

WILLIAM J DIETZ ESQUIRE
P O BOX 974
ORLANDO, FL 32802

SUBJECT: THE ROSE COMPANY
Ref. Number: W01000010652

We have received your document for THE ROSE COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 701A00028326

Articles of Incorporation

of

The Rose Maintenance Company

In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I CORPORATE NAME.

The name of this corporation is The Rose Maintenance Company.

ARTICLE II PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 25 South Magnolia Avenue, Orlando, Florida 32801.

ARTICLE III EXISTENCE

The existence of the corporation shall begin on date of filing.

ARTICLE III CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The corporation will have only one class of shares.

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is William James Dietz, Dietz & Sanders, P. A., 25 South Magnolia Avenue, Orlando, Florida 32801.

ARTICLE V INCORPORATOR.

The name and street address of the incorporator to these articles of incorporation is William James Dietz, 25 South Magnolia Avenue, Orlando, Florida 32801.

CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI DIRECTORS

This Corporation shall have two members on the Board of Directors. The Initial Board of Directors and their addresses are:

Donald A. Shaw 2050 Springer Walk, Lawrenceville, GA 30043

Richard Dasch 7227 Lee Highway, Falls Church, VA 22046

ARTICLE VII AMENDMENTS

These Articles may be amended by a favorable vote of fifty one percent (51%) of the Shareholders or Board of Directors.

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned has executed these articles of incorporation on May 15, 2001.

A handwritten signature in cursive script, appearing to read "William James Dietz", is written over a horizontal line.

William James Dietz, Incorporator

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE


Pursuant to the provisions of Florida Statutes §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 The Rose Maintenance Company.
2. The name of the registered agent is William James Dietz.
3. The address of the registered agent/registered office is Dietz & Sanders, P.A., 25 South Magnolia Avenue, Orlando, Florida 32801.

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.

Date: May 15, 2001


William James Dietz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA