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FILED
01 JUN 18 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 15, 2001

FLORIDA DEPT OF STATE
DIVISION OF CORPS
P.O. BOX 6327
TALLAHASSEE, FL 32314

RE: ROSEHORSE, INC.

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

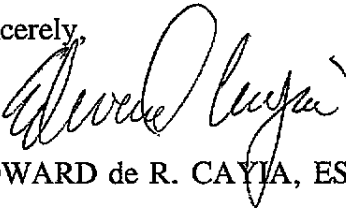
Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, together with my Firm check in the sum of \$78.75 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address.

Thank you for your assistance in this matter.

Sincerely,



EDWARD de R. CAYIA, ESQUIRE

EC:SS

J. BRYAN JUN 20 2001

**ARTICLES OF INCORPORATION
OF
ROSEHORSE, INC.**

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ARTICLE I. NAME

The name of the corporation shall be ROSEHORSE, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida, and to do any and all acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 1508 S.E. 2nd Street, Pompano Beach, FL 33060. The name of the initial registered agent of this corporation at that address is ROBERT JOSEPH COLOSIMO.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time according to the ByLaws. The names

and addresses of the initial Directors of the corporation are ROBERT JOSEPH COLOSIMO and DONNA WARNER COLOSIMO at 1508 S.E. 2nd Street, Pompano Beach, FL 33060.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: ROBERT JOSEPH COLOSIMO, 1508 S.E. 2nd Street, Pompano Beach, FL 33060.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Fifty one percent (51%) of the shares entitled to vote, represented in person or

by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares entitled to vote shall be the act of the shareholders.

ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

Two (2) Directors shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors shall be the act of the Board of Directors.

ARTICLE XIV. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.


ARTICLE XIX. INDEMNIFICATION

This corporation shall indemnify all Officers or Directors, or former Officer or Director, to the full extent permitted by law.

ARTICLE XX. AMENDMENT

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

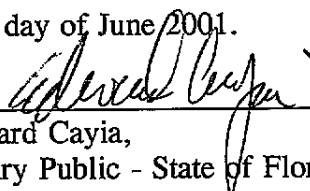
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of June 2001.


ROBERT JOSEPH COLOSIMO, Incorporator

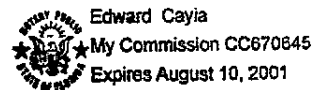
STATE OF FLORIDA :
COUNTY OF BROWARD :

SWORN TO AND SUBSCRIBED before me by ROBERT JOSEPH COLOSIMO, who is personally known to me, on oath.

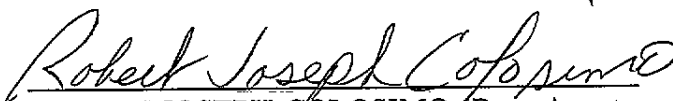
WITNESS my hand and official seal in the County and State last aforesaid this 15th day of June 2001.


Edward Cayia,
Notary Public - State of Florida

My Commission expires:



The undersigned, having been named as Registered Agent to accept Service of Process for ROSEHORSE, INC., at 1508 S.E. 2nd Street, Pompano Beach, FL 33060, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.


ROBERT JOSEPH COLOSIMO, Reg. Agent

TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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