

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Rosen's Holdings, Inc.

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

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01 AUG 21 PM 1:59
TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Foreign Corp. File
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<input type="checkbox"/>	Trade/Service Mark
<input type="checkbox"/>	Merger File
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DIVISION OF CORPORATION

Signature

Requested by:

KC 8/21

Name

Date

Time

Walk-In

Will Pick Up

J. BRYAN AUG 21 2001

ARTICLES OF INCORPORATION

OF

ROSEN'S HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation shall be:

ROSEN'S HOLDINGS, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida; including, but not limited to the owning of stock in other corporations.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1000 (one thousand) Shares of Stock. The shares of stock authorized shall be Common Stock having a par value of \$1.00 (one dollar) per share.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL REGISTERED AGENT AND CORPORATE OFFICE ADDRESS

The Registered Agent for the purpose of complying with Florida law shall be
ROBERT ROSEN at

600 W. BROWARD BLVD.,
FORT LAUDERDALE, FL 33312

and the principal post office address of the corporation shall be

600 W. BROWARD BLVD.,
FORT LAUDERDALE, FL 33312

ARTICLE V

This Corporation shall have perpetual existence

ARTICLE VI

PRE-EMPTIVE RIGHTS

All Stockholders of ROSEN'S HOLDINGS, INC. shall have the right to acquire additional shares of this Corporation to maintain their percentage of ownership prior to any additional shares being issued to others.

ARTICLE VII

BOARD OF DIRECTORS

The number of the Board of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VIII

The name and post address of each of the First Board of Directors:

NAME

ADDRESS

ROBERT ROSEN

1451 N.E. 60th STREET
FORT LAUDERDALE, FLORIDA 33344

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE IX

INCORPORATORS

The name and post office address of the incorporator executing these Articles of Incorporation is as follows:

NAME

ADDRESS

ROBERT ROSEN

1451 N.E. 60th STREET
FORT LAUDERDALE, FLORIDA 33344

ARTICLE X

THE UNDERSIGNED Incorporator, ROBERT ROSEN, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



ROBERT ROSEN

I, ROBERT ROSEN, ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION. And give my address as:

ROBERT ROSEN
600 W. BROWARD BLVD.,
FORT LAUDERDALE, FL 33312



ROBERT ROSEN

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared ROBERT ROSEN, who being personally known by me as the person described as Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he freely executed said Articles of Incorporation and the Certificate of Designation of REGISTERED AGENT.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida
this 15th day of AUGUST, 2001





JOSEPH A. KREUTLE

ROSEN'S HOLDINGS, INC.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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'S HOLDINGS, INC.

2. The name and street address of the registered agent and office is:

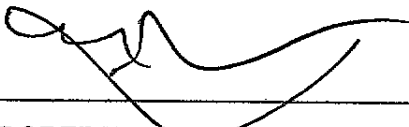
ROBERT ROSEN

600 W. BROWARD BLVD.

FORT LAUDERDALE, FL. 33312

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



ROBERT ROSEN