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LAW OFFICES

**MONTELLO & KENNEY, P.A.**

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FILED  
01 NOV 26 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 20, 2001

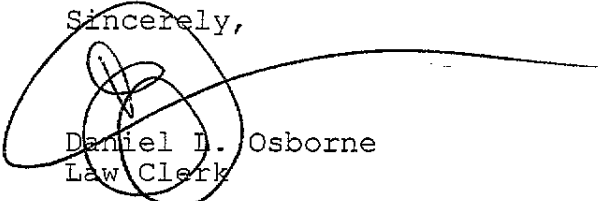
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: ROSEASH INVESTMENTS, INC. (the "Company")

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Articles of Incorporation along with our check in the amount of Seventy Dollars (\$70.00) for the filing fee.

Sincerely,

  
Daniel L. Osborne  
Law Clerk

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-11/26/01--01049--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosures

ARTICLES OF INCORPORATION  
OF  
ROSEASH INVESTMENTS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:  
ROSEASH INVESTMENTS, INC.  
(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Daniel L. Osborne  
777 Brickell Avenue, Suite 1070  
Miami, Florida 33131

ARTICLE VI

The Corporation shall have two directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office is:

Daniel L. Osborne	777 Brickell Avenue, Suite 1070 Miami, Florida 33131
Cynthia Sparks	777 Brickell Avenue, Suite 1070 Miami, Florida 33131

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the Corporation is:

Daniel L. Osborne  
MONTELLO & KENNEY, P.A.  
777 Brickell Avenue, Suite 1070  
Miami, Florida 33131

ARTICLE VIII

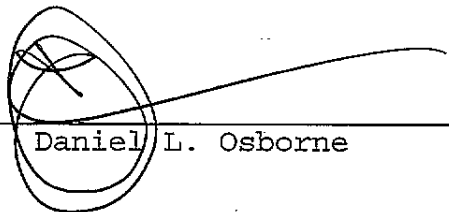
The mailing address of the Corporation's principal office shall be:

777 Brickell Avenue, Suite 1070  
Miami, Florida 33131

ARTICLE IX

This corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

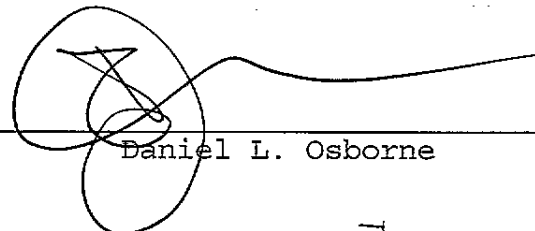
Executed at Miami, Florida this 20<sup>th</sup> day of November, 2001.

  
\_\_\_\_\_  
Daniel L. Osborne

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ROSEASH INVESTMENTS, INC. the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 20<sup>th</sup> day of November, 2001.

  
\_\_\_\_\_  
Daniel L. Osborne

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