

Florida Department of State

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Division of Corporations

Fax Number : (850)205-0381

Account Name

: CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053 Phone

: (305)672-0686

Fax Number

: (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Management Inc.

Rosemead

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April 4, 2002

CORPORATE CREATIONS

SUBJECT: ROSEBANK MANAGEMENT INC.

REF: W02000009526

We received your electronically transmitted document. However, the document has not been filed: Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is: Rosemead Management Inc.

Article II. Address

The Corporation's mailing address is: Rosemead Management Inc. 3071 Virginia Street Miami FL 33133

Article III. Registered Agent

The name and address of the Corporation's registered agent is: Corporate Creations Network Inc. 941 Fourth Street #200 Miami Beach FL 33139

Article IV. Board of Directors

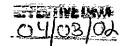
The name of each member of the Corporation's Board of Directors is:

Antonio Uribe

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139 (305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is: Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139

Article VII, Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 3, 2002.

The undersigned incorporator executed these Articles of Incorporation on April 5, 2002.

CORPORATE CREATIONS INTERNATIONAL INC.

Stephen T. Samuel Vice President

Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139 (305) 672-0686

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Rosemead Management Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc. 941 Fourth Street #200 Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

CORPORATE CREATIONS NETWORK INC.

Stephen T. Samuel, Vice President

Date: April 5, 2002

Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139 (305) 672-0686