2000064053



10220 U.S. Highway 19N, Ste. 400 Port Richey, FL 34668

727.868.9521

fax 727.869.1941

Department of State Division of Corporations P O Box 6327 Tallahassee FL 32314

June 3, 2002

SUBJECT: ROC DESIGNS INC.

900005725459-06/07/02--01041--012 *****87.50

Enclosed are an original and one copy of the articles of incorporation and a check for \$87.50 covering the cost of;

> \$70.00 Filing Fee 8.75 Certified Copy 8.75 Certificate of Status

From:

Gilman & Ciocia Inc.

10220 US Hwy 19N Suite 400

Port Richey FL 34668

Telephone: 727-868-9521

: 727-869-1941

The ficticious name "R.O.C. DESIGNS" is at present registered with the State of Florida by the incorporator of ROC DESIGNS INC. The Corporation name should therefore replace the fictitious name, which should be discontinued.

Please mail the certified Articles and accompanying documents to Gilman & Ciocia Inc. at the above address.

B Edgar Cooper

Gilman & Ciocia, Inc.

Tax Planning & Preparation • Estate Planning & Survivorship • Annuities & Financial Products • Long-Term Care Options Securities offered through: Prime Capital Services, Inc., Member: NASD/SIPC. G+C Inc. is publicly traded on the NASDAQ under the symbol GTAX.

Articles of Incorporation Of ROC DESIGNS INC.

FILED

02 JUN -7 AM 7: 36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOWN TO ALL PERSONS BY THESE PRESENTS, that the undersigned, natural person of the age of twenty-one years or more, acting as incorporator of a corporation under the provisions of the statutes of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I CORPORATE NAME

The name of the corporation is: ROC DESIGNS INC.

ARTICLE II PURPOSE

The general nature of the business to be transacted by this corporation shall be as follows:

- (A) To manufacture and sell products
- (B) To provide design and engineering services
- (C) To engage in any other business activity permitted under the laws of the United States of America and of the State of Florida

ARTICLE III CORPORATE ADDRESS

The principal office and mailing address of the corporation is:

7220 Heath Drive Port Richey FL 34668

ARTICLE IV DURATION

The term of existence for the corporation shall be perpetual from the effective date of July 1, 2002

ARTICLE V REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the corporation shall be:

Ronald Otis 7220 Heath Drive Port Richey FL 34668

ARTICLE VI AUTHORIZED SHARES

The total authorized capital stock of the Corporation is one thousand (1000) shares having a par value of \$1,00 each..

All holders of shares of common stock, upon dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

ARTICLE VII INCORPORATOR(S)

The name and address of the person signing these Articles of Incorporation as subscriber is:

Ronald Otis 7220 Heath Drive Port Richey FL 34668

ARTICLE VIII DIRECTORS

The Corporation shall be authorized to conduct business with One (1) or more directors; the beginning number of directors shall be one (1) in number, which number may be changes at any special or general meeting of the stockholders.

The names and address of the first board of directors are;

NAME

ADDRESS

Ronald Otis

7220 Heath Drive Port Richey FL 34668

ARTICLE IX EXECUTIVE COMMITTEE-OFFICERS

The affairs of this Corporation shall be managed by an executive committee composed of the officers elected by the Board of Directors at its annual meeting.

The names of the officers who shall serve until the next election are:

President/Treasurer: Ronald Otis

In witness whereof, the undersigned subscriber executed these Articles of Incorporation on the 3rd day of June, 2002.

Ronald Otis, President

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE

FILED 02 JUN -7 AM 7: 36

SECRETARY OF STATE TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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: ROC Designs Inc.
- The name and address of the registered agent and office is: Ronald Otis
 7220 Heath Drive
 Port Richey FL
 34668

Having been named as registered agent and to accept service of process for the above stated corporation the place designated in the 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.

Signature

Ronald Otis