



Florida Incorporators, Inc.

Mark S. Hankins
President

8875 Hidden River Parkway, Suite 300
Tampa, FL 33637-2087

July 2, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Rose Marshall, Inc.

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-07/05/02--01084--001
*****78.75 *****78.75

RE: Rose Marshall, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

FILED
02 JUL -5 AM 9:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles Of Incorporation
Of
ROSE MARSHALL, INC.

FILED
02 JUL -5 AM 9:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is ROSE MARSHALL, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED (100) SHARES of capital stock, \$.10 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

JEFFREY MICHAEL ROSE
258 MCCLAIN DRIVE
WEST MELBOURNE, FL 32904

SEVENTH: The name and address of the incorporator is:

MARK S. HANKINS
8875 HIDDEN RIVER PARKWAY SUITE 300
TAMPA, FL 33637

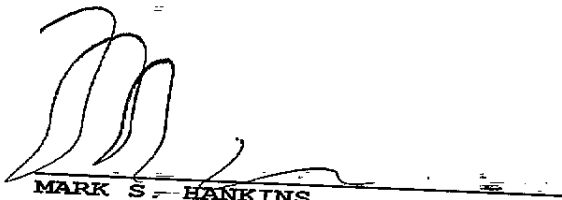
EIGHTH: The name and address of the initial registered agent and the initial registered office is:

FLORIDA INCORPORATORS, INC
8875 HIDDEN RIVER PARKWAY SUITE 300
TAMPA, FL 33637

NINTH: The mailing address and principal office of the corporation is:

ROSE MARSHALL, INC.
258 MCCLAIN DRIVE
WEST MELBOURNE, FL 32904

DATED: July 2, 2002


MARK S. HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

By: 
MARK S. HANKINS, PRESIDENT

FILED
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TALLAHASSEE FLORIDA
SECRETARY OF STATE