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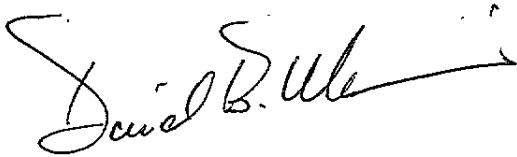
Florida Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

Dear Secretary of State

Please find enclosed two original copies of the Articles of Incorporation for ROSE PROPERTY MANAGEMENT INC. along with a check for \$ 75.00 made payable to Florida Department of State.

Please process these Articles of Incorporation and return stamped copy to address below.

Your assistance in this matter is most appreciated.



David B. Wilson  
Accountant  
9533 104<sup>th</sup> Avenue North  
Largo, FL 33777  
Tel 727-393-3258

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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F. SMITH JUN 22 2002

**ARTICLES OF INCORPORATION  
OF  
ROSE PROPERTY MANAGEMENT INC.**

The undersigned incorporator of these Articles of Incorporation does hereby form a corporation pursuant to the Florida General Corporations Act and does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE  
NAME AND PRINCIPAL OFFICE**

The name of this corporation is ROSE PROPERTY MANAGEMENT INC. The corporation's principal office is located at 11310 Carrollwood West Place, Tampa, FL 33618.

**ARTICLE TWO  
DURATION**

The corporation is to exist perpetually.

**ARTICLE THREE  
PURPOSE**

This corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act, including the management of real property investments.

**ARTICLE FOUR  
CAPITAL STOCK**

The aggregate number of shares which this corporation is authorized to issue is 10,000 shares of common stock, each having a par value of One Dollar ( \$ 1.00 ). Once issued, all shares shall be deemed fully paid and non-assessable.

**ARTICLE FIVE  
PRE-EMPTIVE RIGHTS**

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any un-issued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such un-issued or treasury shares.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

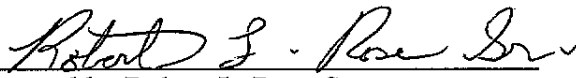
**ARTICLE SIX**  
**TRANSFER OF SHARES**

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona-fide creditors of the corporation at reasonable times during business hours.

**ARTICLE SEVEN**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation 11310 Carrollwood West Place, Tampa, FL 33618 and the name of the initial registered agent at such address is Robert L. Rose Sr., whose acceptance is noted below.

I am familiar with and accept the duties and responsibilities as registered agent for this corporation.

  
Accepted by Robert L. Rose Sr.

**ARTICLE EIGHT**  
**DIRECTORS**

The Board of Directors will consist of no less than one and no more than five directors, the exact number to be determined by the Bylaws ( which any modifications or change in number, within this range, to also be by amendment to the bylaws ). The initial Board of Directors shall consist of three members: Robert L. Rose Sr., Robert L. Rose II and Aaron A. Rose

**ARTICLE NINE**  
**INCORPORATOR**

The name and address of the person signing these Articles is Robert L. Rose Sr., 11310 Carrollwood Place West, Tampa, FL 33618.

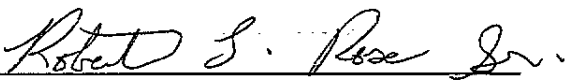
**ARTICLE TEN**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE ELEVEN  
OTHER PROVISIONS**

There are no other provisions for the regulation of the internal affairs of this corporation except as set forth in the bylaws of this corporation.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 18 day of July 2002.


  
By : Robert L. Rose Sr.

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged and sworn to before me this 18<sup>th</sup> day of July 2002 by Robert L. Rose Sr. who :

☒ is personally known to me

( ) produced \_\_\_\_\_ as identification

  
\_\_\_\_\_ ( signature of notary )

DAVID B. WILSON  
\_\_\_\_\_ ( printed name of notary )

\_\_\_\_\_ ( serial number if any )

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

