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KEITH WATSON
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REPLY TO:
2500 MONUMENT ROAD, SUITE 201

PO2000115071

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

Re: Rocco Enterprises, Inc.

000008236410--0
-10/07/02--01052--021
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Rocco Enterprises, Inc. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing, registration and certification.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

Lee S. Osborne

LSO/cys

Enclosures

2544
W02-29192

FILED
2002 OCT 25 PM 2:58
TALLAHASSEE FLORIDA

10/25/02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

FILED

2002 OCT 25 PM 2:58

CLERK OF STATE
TALLAHASSEE FLORIDA

October 9, 2002

LEE S. OSBORNE, ESQ.
2500 MONUMENT ROAD
SUITE 201
JACKSONVILLE, FL 32225

SUBJECT: ROCCO ENTERPRISES, INC.
Ref. Number: W02000029192

We have received your document for ROCCO ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 102A00056508

ARTICLES OF INCORPORATION

OF

ELWS ENTERPRISES, INC.

FILED

2002 OCT 25 PM 2:58

CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

**Name, Location and
Mailing Address of Principal Office**

The name of the corporation is ELWS ENTERPRISES, INC. The principal office and mailing address of this corporation is 7520 Shindler Drive, Jacksonville, Florida 32222.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. The corporation is authorized to issue One Hundred (100) shares of capital stock, of which shall be issued to Emad Sabbagh, each share having a par value of \$1.00.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7520 Shindler Drive, Jacksonville, Florida 32222, and the name of the initial registered agent of the corporation at that address is Emad Sabbagh.

ARTICLE V

Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members(s) of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Title</u>
Emad Sabbagh	7520 Shindler Drive Jacksonville, FL 32222	President, Secretary and Treasurer

ARTICLE VI

Incorporator

The name and street address of the Incorporator of this corporation are Emad Sabbagh, 7520 Shindler Drive, Jacksonville, Florida 32222.

ARTICLE VII

By-Laws

The initial By-Laws of this corporation shall be adopted by the director(s). By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE VIII

Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IX
Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation in any form.

ARTICLE X
Indemnification

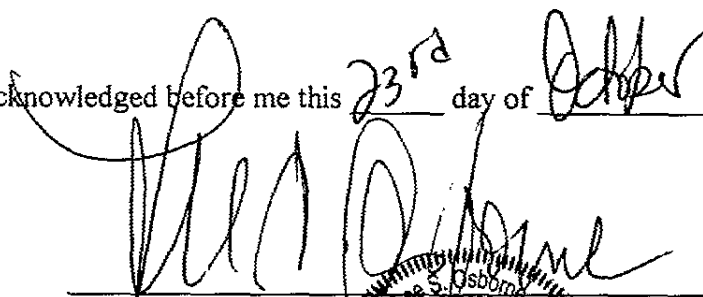
The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the Incorporator has executed these Articles the 23 day of October, 2002.


Emad Sabbagh, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

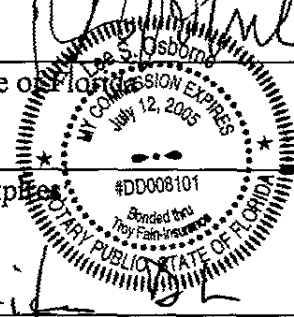
The foregoing instrument was acknowledged before me this 23rd day of October, 2002 by Emad Sabbagh.


Notary Public, State of Florida

Print Name: _____

My Commission Expires _____

Personally known _____ or produced identification: _____



Florida
5120-219-69-162-0

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

ELWS ENTERPRISES, INC., desiring to organize under the laws of the State of Florida as a corporation, has named Emad Sabbagh, who maintains an office at 7520 Shindler Drive, Jacksonville, Florida 32222, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

DATED this 23 day of October, 2002.

By: _____

Emad Sabbagh, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 23 day of October, 2002.

Emad Sabbagh

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TALLAHASSEE FLORIDA