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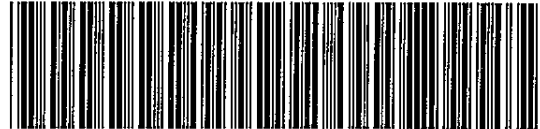
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November 21, 2002

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

Re: Roth Development Group, Inc.
Articles of Incorporation

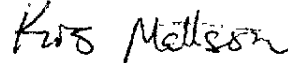
Dear Clerk:

Enclosed is the original signed copy of the Articles of Incorporation of the above corporation. We have enclosed a check in the amount of \$78.75 for filing. Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Should you have any questions or need anything further, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,

TEW, BARNES & ATKINSON, LLP



Kristin Mattson
Legal Assistant

/km
Enclosures

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ARTICLES OF INCORPORATION
OF
ROTH DEVELOPMENT GROUP, INC.

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: Roth Development Group, Inc., and the address is: 370 Grey Oak Drive, Tarpon Springs, Florida 34689.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2655 McCormick Drive, Clearwater, Florida 33759, and the name of the initial registered agent of this Corporation at that address is LARRY J. GONZALES.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 1 director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

NAME	ADDRESS
Michael Roth	370 Grey Oak Drive Tarpon Springs, Florida 34689

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME	ADDRESS
LARRY J. GONZALES	2655 McCormick Drive Clearwater, Florida 33759

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

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

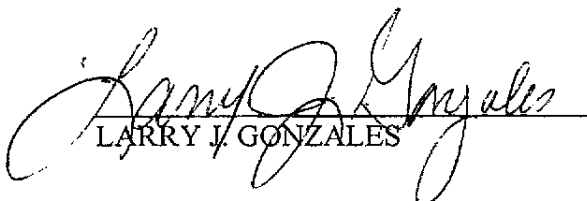
ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of November, 2002.


LARRY J. GONZALES

ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

The undersigned, in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, assigns and transfers and sets unto Michael J. Roth all of his right, title and interest, if any, as incorporator of the Corporation.

Witness my hand and seal this 13th day of November, 2002.

Witnesses:

Marlyse Peterson
Libby L. Kay

Larry J. Gonzales (SEAL)
LARRY J. GONZALES

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 18th day
of November, 2002, by LARRY J. GONZALES, who is personally known to me.



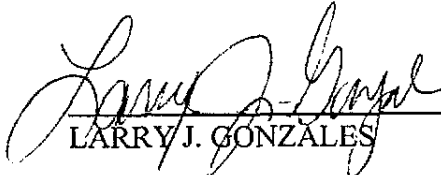
Notary Public, State of Florida
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 18th day of November, 2002.



LARRY J. GONZALES

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