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** Florida & N.Y.

February 17, 2003

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Florida Rothney, Inc.

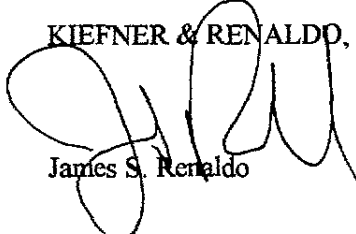
To whom it may concern:

Enclosed, please find our firm's check in the amount of \$78.75, representing the filing fee, registered agent designation fee, and certified copy fee for the Articles of Incorporation of **Florida Rothney, Inc.** Kindly forward a confirmation of the filing of the enclosed information to the address above.

Thank you for your cooperation in this matter. Should you have any questions, please do not hesitate to contact me.

Very Truly Yours,

KIEFNER & RENALDO, P.A.



James S. Renaldo

JSR/ljd
Enclosure

**ARTICLES OF INCORPORATION
OF
FLORIDA ROTHNEY, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: Florida Rothney, Inc.

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation and its mailing address is 146 Second Street North, Suite 300, St. Petersburg, Florida 33701. The location of the principal office and the mailing address shall be subject to change as may be provided in the Bylaws of the Corporation.

ARTICLE III: DURATION

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV: PURPOSES AND POWERS

The general nature of the business or businesses in which the corporation is authorized to transact business, in addition to those authorized by the laws of the state of Florida and the powers of said corporation, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business: to have and exercise all the powers conferred by the laws of the state of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, interests, capital stock, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights, interests, and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.
5. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as an agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement, to develop, improve, stabilize, strengthen, extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the state of Florida, providing for the formation, rights, privileges, and communities of corporation for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the state of Florida.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no ways limited or restricted by reference to or inference from the terms of

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any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which the corporation may not, under the laws of the state of Florida, lawfully carry on, exercise, or do.

ARTICLE V: CAPITAL STOCK

The total number of shares of capital stock that this corporation shall have the authority to issue and to have outstanding at any one time is one hundred thousand (100,000) shares of common stock with no par value per share. The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the Florida Business Corporation Act, to provide for the classification and reclassification of any unissued shares of Common Stock without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the Florida Business Corporation Act. Except as otherwise required by law all rights to vote and all voting power shall be vested exclusively in holders of the Common Stock. Cumulative voting by any shareholder is hereby expressly denied. No shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

ARTICLE VI: ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is James S. Renaldo, c/o Kiefner & Renaldo, P.A., 146 Second Street North, Suite 300, St. Petersburg, Florida 33701.

ARTICLE VII: ACTION BY SHAREHOLDERS

Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the President or Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of not less than thirty-five percent (35%) of the total number of shares of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class. Any action required or permitted to be taken by the shareholders of the Corporation at a duly called annual or special meeting of the shareholders, may be effected by a consent in writing by such shareholders, subject to the provisions of Section 607.0704 of the Florida Business Corporation Act.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the Corporation's Board of Directors shall not be less than one (1), and the exact number of Directors shall be fixed from time to time in the manner provided in the Bylaws of the Corporation. The names and address of the initial Board of Directors of the corporation, who shall hold office until their successors are elected and have qualified, is:

Charles R. Rothney 146 Second Street North, Suite 300, St. Petersburg, Florida 33701

ARTICLE IX: INDEMNIFICATION

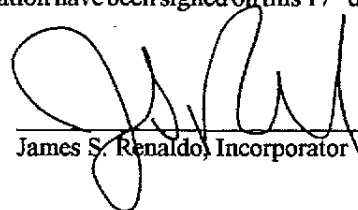
The Corporation shall, to the fullest extent permitted or required by the Florida Business Corporation Act, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Executive Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Executive Officer is a Party or in which such Director or Executive Officer is deposed or called to testify as a witness because he or she is or was a Director or Executive Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights

to indemnification against Liabilities or the advancement of Expenses which a Director or Executive Officer may be entitled under any written agreement, Board of Directors' resolution, vote of shareholders, the Florida Business Corporation Act, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Executive Officers whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director or Executive Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation and any director who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including, but not limited to, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provision of goods or services to the enterprise, including, but not limited to, attorneys-at-law, accountants, and financial consultants). For purposes of this Article, the term "Executive Officers" includes those individuals who are or were at any time "executive officers" of the Corporation as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All other capitalized terms used in this Article and not otherwise defined herein have the meaning set forth in Section 607.0850 of the Florida Business Corporation Act. The provisions of this Article are intended solely for the benefit of the indemnified parties described herein and their heirs and personal representatives and shall not create any rights in favor of third parties. No amendment to or repeal of this Article shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

ARTICLE X: INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is James S. Renaldo, 146 Second Street North, Suite 300, St. Petersburg, Florida 33701.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed on this 17th day of February, 2003.


James S. Renaldo, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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: Florida Rothney, Inc.
2. The name and street address of the registered agent and office is: James S. Renaldo, c/o Kiefner & Renaldo, P.A., 146 Second Street North, Suite 300, St. Petersburg, Florida 33701.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS 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.


James S. Renaldo