

P03000080885



Mr. Marc Sander
5103 NW 57th Ter
Coral Springs, FL 33067

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA
03 JUL 23 PM 3:51

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TRANSMITTAL LETTER

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

SUBJECT: RS Management, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$87.50

Filing Fee 35.00

Designation of Registered
Agent 35.00

Certified copy 8.75

Certificate of Status 8.75

Articles of Incorporation of Rox Management, Inc.

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of General Corporation Law of the State of Florida, hereby certifies as follows:

ARTICLE I CORPORATE NAME

The name of this corporation is Rox Management, Inc.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

2323 N.E. 26th Avenue
Suite 108
Pompano Beach, Florida 33062

ARTICLE III PURPOSE

The purpose of the Corporation is to engage in any or all lawful business or activity for which a corporation may be organized under the General Corporation Laws of the State of Florida.

ARTICLE IV CAPITAL STOCK

The aggregate number of shares, which this Corporation shall have authority to issue, is 1,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares."

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**ARTICLE V
CORPORATION BY-LAWS**

The Board of Directors is authorized and empowered to make, alter, amend, and rescind the By-Laws of the corporation, but By-Laws made by the Board may be altered or repealed and new By-Laws made, by the stockholders.

**ARTICLE VI
LIABILITY OF DIRECTORS**

Pursuant to the General Corporation Laws of the State of Florida, any and all directors of this Corporation shall not be liable to the Corporation, its shareholders, or any third party for breach of duty of care; such potential liability is hereby eliminated.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

2323 N.E. 26th Avenue
Suite 108
Pompano Beach, Florida 33062

The name of the initial registered agent of this corporation at that address is Marc Sander.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The corporation shall initially have one (1) director to hold office until the first annual meeting of the stockholders and their successors shall have been elected and qualified, or until their resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the corporation.

The name and address of the initial Director is:

Marc Sander
2323 N.E. 26th Avenue
Suite 108
Pompano Beach, Florida 33062

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator signing these Articles is:

Marc Sander
2323 N.E. 26th Avenue
Suite 108
Pompano Beach, Florida

**ARTICLE IX
PRE-EMPTIVE RIGHTS**

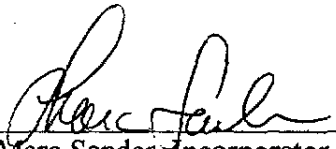
Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X
INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer of Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 7/26, 2003.



Marc Sander, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM
PROCESS MAY BE SERVED.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Rox Management, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Marc Sander, located at 2323 N.E. 26th Avenue, Suite 108, Pompano Beach, Florida 33062, as its agent to accept service of process within Florida.

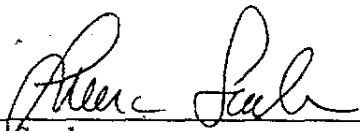
Dated: 7/21, 2003.



Marc Sander, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity.

Dated: 7/21, 2003.

By: 

Marc Sander