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Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Rose Acquisition Corp.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 29, 2003

C T CORPORATION SYSTEM

SUBJECT: ROSE ACQUISITION CORP.
REF: W03000027804

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

FAX Aud. #: H03000285303
Letter Number: 003A00053486

**ARTICLES OF INCORPORATION
OF
ROSE ACQUISITION CORP.**

The undersigned incorporator, being a natural person, eighteen years of age or older, in order to form a corporate entity under the Florida Business Corporation Act adopts the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is Rose Acquisition Corp. (the "Company").

ARTICLE II.

The principal office and mailing address of the Company in Florida is: 600 West 84th Street, Hialeah, Florida 33014.

ARTICLE III.

The registered office of the Company in Florida is: 600 West 84th Street, Hialeah, Florida 33014 and the name of the Company's initial registered agent at that address is Jennifer Bly.

ARTICLE IV.

The aggregate number of shares of stock which the Company shall have authority to issue is One Thousand Five Hundred (1,500) shares, all of which shall be designated common stock, \$5.00 par value (the "Common Stock"). Shares of Common Stock of the Company acquired by the Company shall become authorized but unissued shares and may be reissued as provided in this Certificate of Incorporation.

ARTICLE V.

The name and address of the incorporator of this Company are:

NAME

ADDRESS

Deanna Counsell

Oppenheimer Wolff & Donnelly LLP
45 South Seventh Street
Suite 3400, Plaza VII
Minneapolis, MN 55402

ARTICLE VI.

No shareholder of this Company shall have any cumulative voting rights.

ARTICLE VII.

No shareholder of this Company shall have any preemptive rights by virtue of Section 607.0630 of the Florida Statutes (or similar provisions of future law) to subscribe for, purchase or acquire any shares of the Company of any class, whether unissued or now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for any such shares.

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ARTICLE VIII.

Any action required or permitted to be taken at a meeting of the Board of Directors of this Company may be taken by written action signed by the number of directors that would be required to take such action at a meeting of the Board of Directors at which all directors are present.

ARTICLE IX.

No director of this Company shall be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article VIII shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Statutes, as amended, (iv) for any transaction from which the director derived an improper personal benefit, or (v) for any act or omission occurring prior to the effective date of this Article VIII. If the Section 607.0831 of the Florida Statutes is hereinafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Company in addition to the limitation and elimination of personal liability provided herein, shall be eliminated or limited to the fullest extent permitted by the Florida Statutes, as so amended. No amendment to or repeal of this Article VIII shall apply to, or have any effect on, the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE X.

The Company shall indemnify its officers and directors to the fullest extent permissible under the provisions of Chapter 607.0850 of the Florida Statutes, as amended from time to time, or as required or permitted by other provisions of law. Any repeal or modification of this Article IX will be prospective only and will not adversely affect any right to indemnification of a director or officer of the Company existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of September, 2003.

INCORPORATOR

Deanna Counsell
Deanna Counsell

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I hereby am familiar and accept the duties and responsibilities as Registered agent.

Jennifer Day
Jennifer Day

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