

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

ROCK VENTURES, INC.

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**ARTICLES OF INCORPORATION
OF
ROCK VENTURES, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: ROCK VENTURES, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 4061 N.E. 31st Avenue, Lighthouse Point, FL 33064.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock, par value \$1.00 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

This Instrument Prepared By:

Fax Audit No. H03000299988 3
ROXANNE K. BEILLY, ESQ. FLA. BAR #851450
Katz, Barron, Squitiero & Faust
100 N.E. Third Avenue, Suite 280
Fort Lauderdale, FL 33301
Phone No.: (954) 522-3636

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**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The street address of the initial registered office of the corporation is 2699 South Bayshore Drive, 7th Floor, Miami, FL 33133, and the name of its initial registered agent at such address is CORPCO, INC.

**ARTICLE VII
INITIAL DIRECTORS**

The Corporation shall have two (2) initial directors. The initial directors of this Corporation shall be Joseph G. Leija and Scot Sasser. The persons named as initial directors shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is, Joseph G. Leija, 4061 N.E. 31st Avenue, Lighthouse Point, FL 33064.

**ARTICLE IX
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE X
AFFILIATED TRANSACTIONS**


This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 15 day of October, 2003.



Joseph G. Leija, Incorporator

This Instrument Prepared By: _____

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ROXANNE K. BEILLY, ESQ. FLA. BAR #851450
Katz, Barron, Squitiero & Faust, P.A.
100 N.E. Third Avenue, Suite 280
Fort Lauderdale, FL 33301
Phone No.: (954) 522-3636

Fax Audit No. H03000299988 3

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

ROCK VENTURES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 4061 N.E. 31st Avenue, Lighthouse Point, FL 33064, has named CORPCO, INC., 2699 South Bayshore Drive, 7th Floor, Miami, FL 33133 its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

CORPCO, INC.

By: 
Marc L. Faust, Vice President

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