

P03000/5358

Division of Corporations

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STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ROCK HOLDINGS INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

ROCK HOLDINGS INC.

ARTICLE I - NAME

The name of the corporation is: ROCK HOLDINGS INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized is to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Directors of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at One (\$1.00) dollar per share.

ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF COMMON STOCK

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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**ARTICLE VI - REGISTERED AGENT, INITIAL REGISTERED
OFFICE AND INITIAL PRINCIPAL OFFICE**

The Registered Agent of this corporation shall be Enrique Fernandez, 12237 S.W. 129 Court, Miami, FL 33186. The initial Registered and Principal Office of this corporation in the State of Florida shall be: 12237 S.W. 129 Court, Miami, FL 33186. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) Directors initially. The number of directors may be increased or diminished from time to time through the Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

President	Enrique Fernandez 12237 S.W. 129 Court Miami, FL 33186
Vice-President	Enrique Fernandez 12237 S.W. 129 Court Miami, FL 33186
Secretary/Treasurer	Enrique Fernandez 12237 S.W. 129 Court Miami, FL 33186

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Arlene Rajman, Esq.
Arlene Rajman, P.A.
1111 Kane Concourse, Suite 607
Bay Harbor Islands, FL 33154

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

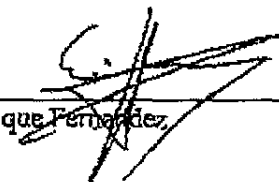
ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Incorporation on this 13 day of December, 2003.



Enrique Fernandez

STATE OF FLORIDA)
 : SS.:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, ENRIQUE

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FERNANDEZ, a single man, to me known personally to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 13 day of December, 2003.

Maria Cos
 NOTARY PUBLIC Maria Cos
 My Commission Expires:  Maria Cos
 My Commission 00206526
 Expires November 08, 2007

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

THAT ROCK HOLDINGS INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named Enrique Fernandez, 12237 S.W. 129 Court, Miami, FL 33186, as its Agent to accept service of process within this State.

Arlene Rajjman, Esq.
 Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Enrique Fernandez
 Registered Agent

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