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FLORIDA PROFIT CORPORATION OR P.A.

southern rose management, inc.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 12, 2004

EMPIRE

SUBJECT: SOUTHERN ROSE MANAGEMENT, INC.
REF: W04000006084

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TALLAHASSEE, FLORIDA

(2)

ARTICLES OF INCORPORATION

OF

SOUTHERN ROSE MANAGEMENT, INC.

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

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is SOUTHERN ROSE MANAGEMENT, INC., hereinafter referred to as

the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 11301 NW 15th COURT, PEMBROKE PINES, FL. 33026.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such

as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 11301 NW 15TH COURT, PEMBROKE PINES, FL. 33026 and the registered agent at that office is RUBY-ROSE HUTCHINSON.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have TWO (2) director(s) constituting the initial Board of Directors.

The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

JOCELYN RILEY
19831 NE 10TH COURT
MIAMI, FL 33179

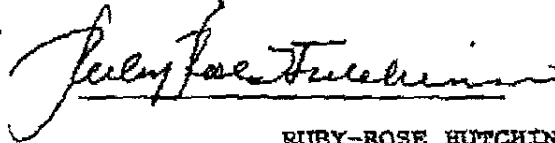
KADIE OSWALD
103 EAST 10TH STREET #65
NEW YORK, NY 15003

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

RUBY-ROSE HUTCHINSON
11301 NW 15TH COURT
PEMBROKE PINES, FL. 33026

IN WITNESS WHEREOF, I, RUBY-ROSE HUTCHINSON, the undersigned
incorporator, have signed these Articles of Incorporation on this
10 day of February, 2004, and acknowledged the
same to be my act.



RUBY-ROSE HUTCHINSON

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **SOUTHERN ROSE MANAGEMENT, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of **PEMBROKE PINES**, County of **BROWARD**, State of Florida, has named **RUBY-ROSE HUTCHINSON**, at 11301 NW 15TH COURT, in the City of **PEMBROKE PINES** County of **BROWARD**, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY:

Ruby Rose Hutchinson

DATE:

RUBY-ROSE HUTCHINSON

February 19, 2004

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TALLAHASSEE, FLORIDA