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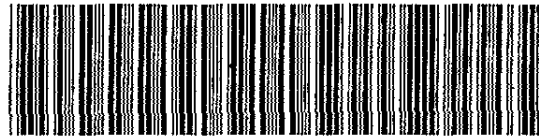
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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## TRANSMITTAL LETTER

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

SUBJECT: Tim  
The Rose Group Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

FROM: Donald L. Dempsey II  
Name (Printed or typed)

4321 Roosevelt Blvd  
Address

Jacksonville, Florida, 32210  
City, State & Zip

904-387-5  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 11, 2004

DONALD L DEMPSEY, II  
4321 ROOSEVELT BLVD  
JACKSONVILLE, FL 32210

SUBJECT: <sup>TIM</sup> ~~THE~~ ROSE GROUP INC.  
Ref. Number: W04000005875

We have received your document for <sup>TIM</sup> ~~THE~~ ROSE GROUP INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6855.

Tammy Hampton  
Document Examiner  
New Filings Section

Letter Number: 104A00009369

RECEIVED  
04 MAR -3 AM 10:09  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FL 32314

**ARTICLES OF INCORPORATION  
OF  
The Rose Group Inc.**

**FILED**

04 MAR -3 AM 11:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this corporation is <sup>TIM</sup> ~~The~~ Rose Group Inc.

**ARTICLE II  
NATURE OF BUSINESS**

This corporation is organized for the purpose of and engaging in any or all lawful activities as a consultant and management contracting firm and custom fashion specialty business and all other legal endeavors permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation for purposes of this corporation.

**ARTICLE III  
CAPITAL STOCK**

This corporation is authorized to issue ten thousand (1,000) shares of common stock having a par value of Five Dollar <sup>5.00</sup> ~~(5.00)~~ per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

**ARTICLE IV  
TERM OF EXISTENCE**

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing of these Articles.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation in the State of Florida is 205 North Laura Street, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is Donald L. Dempsey, II, Esquire, 4321 Roosevelt Blvd., Jacksonville, Florida 32210. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The number of Directors may be increased or diminished, from time to time, by amendment to the By-laws, but in no event shall the number of Directors be reduced below one

(1). The names and addresses of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Timothy L. Rose	205 North Laura Street, Jacksonville, Florida 32202

**ARTICLE VII  
INCORPORATOR**

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
-------------	----------------

Timothy L. Rose                      205 North Laura Street, Jacksonville, Florida 32202  
Donald L. Dempsey, II              4321 Roosevelt Blvd., Jacksonville, Florida 32202

#### **ARTICLE VIII BY-LAWS**

Both the shareholders and the Board of Directors may repeal, amend or adopt By-Laws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not be altered, repealed or amended by the Board of Directors.

#### **ARTICLE IX AMENDMENTS**

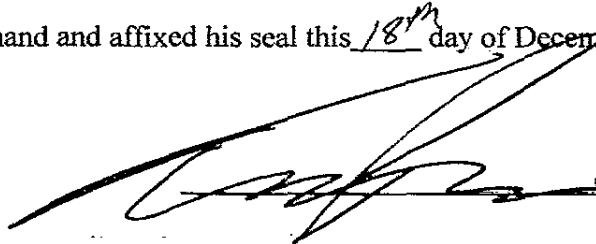
These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal or adopt By-Laws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any By-Laws made by them that such By-Law shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X  
INITIAL PRINCIPAL PLACE OF BUSINESS

The Initial Principal Place of Business for this corporation will be:

205 North Laura Street, Jacksonville, FL 32202

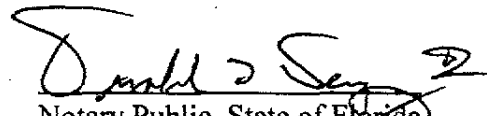
IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 18<sup>th</sup> day of December 2003.

 (SEAL)  
*President, The Rose Group*

STATE OF FLORIDA)  
COUNTY OF DUVAL)

BEFORE ME personally appeared Timothy L. Rose Who produced to me for identification FL Drivers license described in and who executed the foregoing Articles of Incorporation of <sup>TIM</sup> ~~The~~ **Rose Group Inc.** and who executed the foregoing Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 18<sup>th</sup> day of December, 2003.



Notary Public, State of Florida

at large

My Commission Expires  
(Notarial Seal)



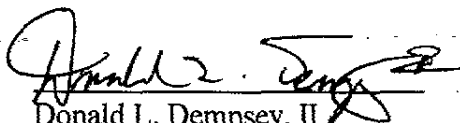
Donald L. Dempsey II  
My Commission DD002046  
Expires February 18, 2006

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF

~~The~~ **Rose Group Inc.**  
*TIM*

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon ~~The~~ **Rose Group Inc.**, a corporation organized under the laws of the State of Florida, does *TIM* hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091 (2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 4321 Roosevelt Boulevard, Jacksonville, Florida 32205.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 18<sup>th</sup> day of December, 2003.

  
Donald L. Dempsey, II  
Registered Agent