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FLORIDA PROFIT CORPORATION OR P.A.

tranquility rose, inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 7, 2005

EMPIRE

SUBJECT: TRANQUILITY ROSE, INC.
REF: W05000006122

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.

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.")

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

TRANQUILITY ROSE, INC.

③

The undersigned Subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I

The name of this Corporation shall be TRANQUILITY ROSE, INC.

ARTICLE II

The principal office of the corporation or the mailing address is 8180 N W 36 Street, Suite 100, Miami, Florida 33166.

ARTICLE III

The capital stock authorized and the par value thereof shall be 10,000 shares of one class of common stock with a par value of \$0.01 per share.

ARTICLE IV

The shareholders of the Corporation do not have any preemptive rights to acquire the corporation's unissued shares.

ARTICLE V

The street address of the initial registered office of this Corporation is 8180 N W 36 Street, Suite 100, Miami, Florida 33166. The name of the initial Registered Agent of this Corporation at that office is Scott R. Willinger, Esq.

ARTICLE VI

The name and address of the each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Scott R. Willinger	8180 N. W. 36 Street Suite 100 Miami, Florida 33166

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ARTICLE VII

The Corporation's existence shall commence upon execution of these Articles.

IN WITNESS WHEREOF, the undersigned incorporator SCOTT R. WILLINGER for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true this 4 day of February, 2005.

Scott Willinger
SCOTT R. WILLINGER, ESQ.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

This foregoing Articles of Incorporation was acknowledged before me this 4 day of February, 2005, by SCOTT R. WILLINGER who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC:

Signature: [Signature]

Print Name: _____

State of Florida at Large

My Commission Expires:



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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**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That TRANQUILITY ROSE, INC. desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at City of Miami, County of Miami-Dade, State of Florida, has named SCOTT R. WILLINGER, ESQ., located at 8180 N W 36 Street, Suite 100, Miami, Florida 33166, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

SAX, WILLINGER & GOLD

By: Scott Willinger
SCOTT R. WILLINGER, ESQ.
(REGISTERED AGENT)

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