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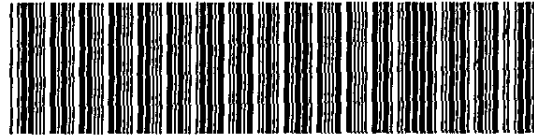
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**STUART & WALKER, P.A.**  
ATTORNEYS AT LAW

TELEPHONE (954) 764-7676  
FAX (954) 763-4856

600 NORTHEAST THIRD AVENUE  
FORT LAUDERDALE, FLORIDA 33304

PLEASE REPLY TO  
POST OFFICE BOX 14004  
FORT LAUDERDALE, FLORIDA 33302

FRANK C. WALKER, ESQUIRE

E-MAIL ADDRESS: [fcw@bellsouth.net](mailto:fcw@bellsouth.net)

February 25, 2005

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

**RE: JAMES J. ROGERS, INC.**

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the corporation listed above. Please file the original of the Articles and return a certified copy of same to this office. Also enclosed please find a certified check in the amount of \$78.75 payable to the Secretary of State as follows:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$ 8.75
<b>TOTAL</b>	<b>\$78.75</b>

Thank you for your assistance in this matter.

Very truly yours,



FRANK C. WALKER

FCW/lam  
Encl.

ARTICLES OF INCORPORATION  
OF  
JAMES J. ROGERS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME

The name of this corporation is: JAMES J. ROGERS, INC.

ARTICLE TWO

DURATION

The term of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 500, all of which shall be common shares with a par value of ONE (\$1.00) DOLLAR.

ARTICLE FIVE

REGISTERED OFFICE

The street address and the mailing address of the initial office and principal office of the Corporation is 3280 Seaward Drive, Terra Mar Island, Lauderdale-By-The-Sea, Florida 33062, and the name of the initial Registered Agent is JAMES J. ROGERS.

ARTICLE SIX

DIRECTORS

The corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time as

provided by the By-Laws.

**ARTICLE SEVEN**

**INCORPORATORS AND SUBSCRIBERS**

The name and address of the Incorporators and subscribers are:

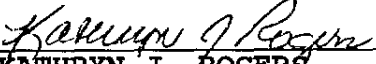
**JAMES J. ROGERS & KATHRYN J. ROGERS**  
3280 Seaward Drive - Terra Mar Island  
Lauderdale-By-The-Sea, Florida 33062

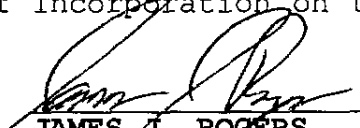
**ARTICLE EIGHT**

**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 stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

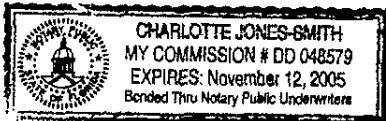
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 22 day of February, 2005.

  
KATHRYN J. ROGERS

  
JAMES J. ROGERS

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF BROWARD    )

THE FOREGOING INSTRUMENT was acknowledged before me this day of February, 2005, by JAMES J. ROGERS and KATHRYN J. ROGERS who are personally known to me or produced a Florida Driver's License for identification.



(SEAL)

My Commission Expires:

  
NOTARY PUBLIC

Typed/printed name of Notary

Charlotte Jones-Smith

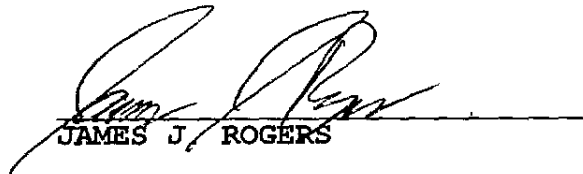
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OR PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

Pursuant to Sections, 48.091, Florida Statutes, the following is submitted in compliance therewith:

That **JAMES J. ROGERS, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, in the City of Lauderdale-By-The-Sea, County of Broward, State of Florida, has named **JAMES J. ROGERS** of 3280 Seaward Drive, Terra Mar Island, Lauderdale-By-The-Sea, Florida 33062, as its agent to receive service of process within this State.

**ACKNOWLEDGMENT AND CONSENT**

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

  
JAMES J. ROGERS