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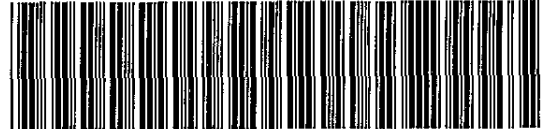
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ROSALES HOLDINGS CORP
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ROSALES HOLDINGS CORP.**

The Undersigned, desiring to form a Profit Corporation in accordance with Chapter 607, Florida Statutes, entitled Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

**Article I
NAME**

The name of the corporation is ROSALES HOLDINGS CORP.

**Article II
PRINCIPAL PLACE OF BUSINESS**

The initial street address of the corporation's principal place of business and the mailing address of the Corporation is 2850 Douglas Road, Suite 400, Coral Gables, Florida 33134. The Board of Directors of the Corporation may, from time to time, change the address of the Corporation.

**Article III
DURATION**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**Article IV
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**Article V
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is One Thousand (1000), all of which shall be common stock having a par value of One Dollar (\$1.00) per share.

**Article VI
CAPITALIZATION**

The amount of capital with which the corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

**Article VII
INCORPORATORS**

The name and address of the incorporator is Hector Hernandez, Esq., 2850 Douglas Road, Penthouse Suite, Coral Gables, Florida 33134.

**Article VIII
OFFICERS AND DIRECTORS**

The Corporation shall have no less than one (1) Director at any time. Changes in the number of members comprising the Board of Directors shall be made in accordance with the Corporation's bylaws adopted by the Stockholders.

The initial director(s) shall hold office until his successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of director(s) set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed in accordance with the bylaws duly adopted by the shareholders.

The initial Officers of the Corporation shall consist of President and Secretary. Changes in the number of officers of the corporations shall be made by amendment to the Corporation's bylaws.

The Director(s) and Officer(s) of the Corporation are:

<u>Name</u>	<u>Title</u>
Andres Perez	Director, President
Cynthia Perez	Director, Vice-President & Secretary

**Article IX
REGISTERED AGENT AND OFFICE**

The name of the registered agent of this Corporation is Hector Hernandez, Esq. The street address of the Corporation's registered office in the State of Florida is 2850 Douglass Road, Penthouse Suite, Coral Gables, Florida 33134.

Article X
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

Article XI
CORPORATE POWERS

The Corporation shall have all the rights and powers now or hereafter conferred on profit corporations by the laws of the State of Florida.

Article XII
BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of the shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such bylaws.

Article XIII
DISSOLUTION

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

Article XIV
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law. A Director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"). If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a

director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article XIV shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

Article XV
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

Article XVI
**REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

Article XVII
DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation or company, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation or company. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation or company, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation or company, or not so interested.

**Article XVIII
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the stockholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 18th day of August, 2005.



Hector Hernandez, Esq. Incorporator

**CERTIFICATE OF DESIGNATION
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

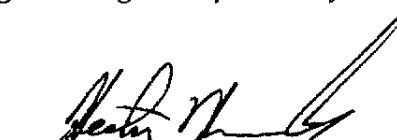
In compliance with the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following Statement in designating the registered office/registered agent, in the State of Florida:

1. The name and address of the Corporation is:
ROSALES HOLDINGS CORP.
2850 Douglas Road, Suite 400
Coral Gables, FL 33134.
2. The name and address of the registered agent and office is:
Hector Hernandez, Esq.
2850 Douglas Road, Penthouse Suite
Coral Gables, FL 33134

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, Florida Statutes.

Dated this 18th day of August, 2005.



Hector Hernandez, Esq.
Registered Agent's Signature

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