Division of Corporations Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000271410 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (8

: (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number: 120000000195
Phone: (850)521-1000
Fax Number: (850)558-1575

105 NOV 23 PM 1: 06

FLORIDA PROFIT CORPORATION OR P.A.

ROP HOLDINGS, INC.

Certificate of Status	0
Certified Copy	i
Page Count	05
Estimated Charge	\$78.75

File 1st

Electronic Filing Menu

Corporate Filing

Public Access Help

File before 4050002714183

\$ 11/28/05

H.05000271410 3

2005 NOV 23 PH 1: 06

ARTICLES OF INCORPORATION OF ROP HOLDINGS, INC. (a Florida corporation)

IALLAHASSEE FLORIDA

Pursuant to Florida Statutes Section 607.0201, the undersigned hereby submits the following Articles of Incorporation of ROP HOLDINGS, INC., a corporation being organized under the laws of the State of Florida.

ARTICLE I. Name

The name of the Corporation is "ROP HOLDINGS, INC." (hereinafter called the "Corporation").

ARTICLE II. Purpose

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), including any amendments thereto.

ARTICLE III. Initial Principal Office

The street address and mailing address of the initial principal office of the Corporation is 760 Taylor Lane, Dania Beach, FL 33004.

ARTICLE IV. Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value Per Share	Class of Stock
<u>Authorized</u> 1,500	\$. 01	COMMON
-		VOTING

ARTICLE V. Initial Registered Agent

The street address of the initial registered office of the Corporation is 760 Taylor Lane, Dania Beach, FL 33004. The name of the initial registered agent of the Corporation at that address is Robert Otis Powell.

ARTICLE VI. Incorporator

The name and address of the sole incorporator of the Corporation is Robert Otis Powell, 760 Taylor Lane, Dania Beach, FL 33004.

ALBERTACK A WEST POSSIBLE LANGE BASING DOCUMENS AND DOCUMEN A DOCUMEN AND ADDRESS AS ADDRESS AS A DOCUMEN AND ADDRESS AS ADDRESS AS A DOCUMEN AND ADDRESS AS ADDRESS AS ADDRESS AS ADDRESS AS A DOCUMEN AND ADOCUMEN AND ADDRESS AS ADDRESS AS ADDRESS AS ADDRESS AS ADDRESS AS

H05000271410 3

ARTICLE VII. Initial Board of Directors

The Corporation's Board of Directors (the "Board of Directors") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

The name and address of the initial director of the Corporation is: Robert Otis Powell, 760 Taylor Lane, Dania Beach, FL 33004.

ARTICLE VIII. Limitation on Director Liability

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 (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) as provided in Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. 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 shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE IX.

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE X. Bylaws

The Board of Directors shall adopt the initial Bylaws of the Corporation for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may thereafter be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation.

ARTICLE XI. Amendment

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

H05000271410 3

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of ROP HOLDINGS, INC. this 22 day of NOV , 2005.

ROBERT OTIS POWELL

Incorporator

H 05000271410 3

CONSENT OF REGISTERED AGENT OF ROP HOLDINGS, INC.

The undersigned, Robert Otis Powell, having been named as registered agent and to accept service of process for ROP HOLDINGS, INC., a Florida corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

Robert Otic Power ROBERT OTIS POWELL, Registered

egent 11/22/0

TÀLLAHASSEF EL STATE