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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton DEC 15 2005

RICHARD C. KEENE, ATTORNEY, P.A.

RICHARD CLINTON KEENE
800-C Third Street
Neptune Beach, Florida 32266

Admitted in Florida (No. 0793957) and Maryland
(*A Florida Civil Law Notary*)

Phone: (904) 247-1600; Fax (904) 247-1696

December 12, 2005

Secretary of State
Corporate Records Division
P. O. Box 6327
Tallahassee, FL 32314-6327

Re: The Rose Fund, Inc.

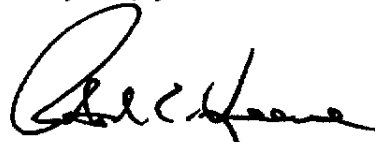
Ladies and Gentlemen:

Enclosed please find two (2) copies of the Articles of Incorporation for the above corporation, proffered for filing, along with my check in the amount of \$78.75, for Filing Fee and Certification.

Please file the Original of the enclosure, and return to me the time stamped and certified copy. A self-addressed stamped envelope is also provided.

In advance, thank you for your prompt attention to this matter.

Very truly yours,



Richard Clinton Keene

RCK/mek

Encs.

Copy: Client(s)
Rose J. Balk
1409 Pearl Street
Atlantic Beach, FL 32233

ARTICLES OF INCORPORATION

We/I, the undersigned, as proper person(s) acting as Incorporators of a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

FIRST

The **name** of the corporation is: **The Rose Fund, Inc.**

SECOND

The period of its **duration** is: Perpetual

THIRD

The **purpose(s)** of the Corporation is/are: to engage in general business; and for acquisition of real estate or interests therein; financing or funding of small commercial or residential real estate transactions; and any other functions, purposes or abilities allowed by Florida Corporation law.

FOURTH

The aggregate number of **authorized shares** of Voting Common Stock is: One Thousand (1,000), Par Value of \$1.00 each.

FIFTH

The Corporation will not commence business until at least One Thousand (\$1,000.00) dollars have been **subscribed or received** by it as consideration for the issuance of shares.

SIXTH

(A) **Cumulative voting** of shares of stock shall **not** be authorized or allowed, by Charter, By-laws or Resolution.

(B) Provisions limiting or denying to shareholders the **Pre-emptive right** to acquire additional or treasury shares of the Corporation are:

The shares of the Corporation shall be **restricted**, such that they may initially be sold to or acquired by only other existing shareholders of the Corporation; thereafter, upon refusal to buy or acquire by each existing shareholder, the shares may be sold or offered for sale upon general market conditions.

SEVENTH

Provisions for regulating the internal affairs of the Corporation shall be governed by the **By-laws**, adopted even date herewith; Provided, however, that as a Subchapter S

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corporation, all affairs of the Corporation may be handled informally, by vote(s) of the Shareholder(s) at any meeting; and notice of such meetings shall be waived if there are less than ten (10) shareholders or if authorized in writing in advance.

EIGHTH

The address of the initial **Registered Office** of the Corporation is: 800-C Third Street, Neptune Beach, FL 32266, and the name of its initial **Registered Agent** at such address is: Richard Clinton Keene, Attorney, who, by executing these Articles, acknowledges notice of such appointment and acceptance thereof in accordance with Florida Statutes 607.0501.

NINTH

Address of the **Principal Office** and place of business is: 1409 Pearl Street, Atlantic Beach, FL 32233.

TENTH

The number of **Directors** constituting the initial Board of directors of the Corporation shall be no less than One (1) but no more than five (5), and the name(s) and address(es) of the person(s) who is/are to serve as initial director(s) until the first annual meeting of shareholders or until their successors are elected and shall qualify, are:

Name	Address
Rose J. Balk	1409 Pearl Street Atlantic Beach, FL 32233
Carroll W. Huffines, Jr.	1409 Pearl Street Atlantic Beach, FL 32233

ELEVENTH

The authorized **Officers** shall be: President, Vice-president(s), Secretary, Treasurer; and the offices of any two or more may be combined except that of President and Treasurer.

Initial Officer(s) shall be:

President:	Rose J. Balk
Treasurer:	Carroll W. Huffines, Jr.
Secretary:	Carroll W. Huffines, Jr.
Vice-president(s):	Carroll W. Huffines, Jr.

TWELFTH

The name and address of each **Incorporator(s)** is/are:

Name

Address

Signed:

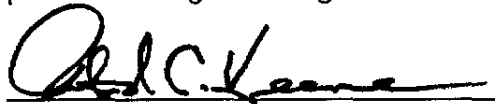

Print Name: Carroll W. Huffines, Jr.

1409 Pearl Street
Atlantic Beach, FL 32233

Date: December 5, 2005

ACCEPTANCE OF RESIDENT AGENT

Having been named as Registered Agent, 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 I am familiar with and accept the obligations of my position as Registered Agent.



Richard Clinton Keene
800-B Third Street
Neptune Beach, FL 32266
Registered Agent

DEC - 9 2005

Date