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(Address)

(City/State/Zip/Phone #)

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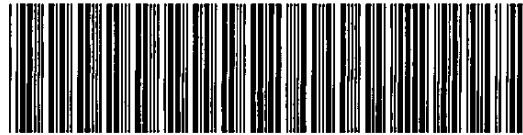
(Business Entity Name)

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DIVISION OF CORPORATIONS
06 JUN -5 AM 8:30

Wob-21706

B. McKnight JUN 06 2006

The Law Office of Leslie Quinn, P.L.

Leslie Quinn**Licensed in Texas and Florida

16910 S. U.S. Highway 441, Suite 205, Summerfield, FL 34491
Telephone: (352) 347-6318 / Ocala: (352) 629-1251
Facsimile: (352) 307-3473

May 31, 2006

Department of State
Division of Corporations
Corporate filings
P.O. Box 6327
Tallahassee, FL 32314

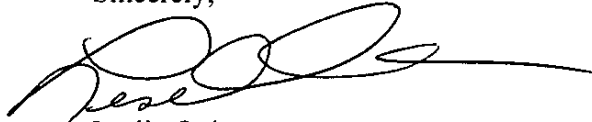
Re: Gold Rose Enterprises, Inc.
Ref. Number # W06000021706

To Whom It May Concern:

Enclosed with this letter are an original Articles of Incorporation and an original Registered Agent Designation for Gold Rose Enterprises, Inc. Also enclosed are copies of the Articles of Incorporation for Rosell's Inc. and a copy of the letter requiring the change in name.

If you have any questions regarding this letter please do not hesitate to contact my office.

Sincerely,

A handwritten signature in black ink, appearing to read 'Leslie Quinn', with a long horizontal flourish extending to the right.

Leslie Quinn

LQ/rk
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 10, 2006

LESLIE QUINN ESQ
16910 S US HIGHWAY 441 SUITE 205
SUMMERFIELD, FL 34491

SUBJECT: ROSELL'S, INC.
Ref. Number: W06000021706

We have received your document for ROSELL'S, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 506A00033112

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ARTICLES OF INCORPORATION

OF

GOLD ROSE ENTERPRISES INC.

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Gold Rose Enterprises^{Inc.} and its principal place of business shall be located at 2425 Lackland Ave., Spring Hill, FL 34609.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue (1000) shares of common stock at (\$0.01) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2701 North Rock Point Drive, Suite 410, Tampa, Florida 33607 and the name of the initial registered agent of this corporation at that address is Carl Goldman.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have (1) Director who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

Name

Address

Rose Davis

2425 Lackland Ave., Spring Hill, FL 34609

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are: Rose Davis, 2425 Lackland Ave., Spring Hill, FL 34609 as President, Vice President, Secretary, and Treasurer.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Name

Address

Rose Davis

2425 Lackland Ave., Spring Hill, FL 34609

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to

perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: May ²⁴/₂₄, 2006

By

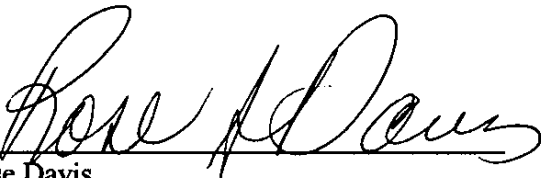

Rose Davis
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Gold Rose Enterprises, ^{Inc.} desiring to organize or qualify under the laws of the State of Florida, has named Carl Goldman, located at 2701 North Rock Point Drive, Suite 410, Tampa, Florida as its agent to accept service of process within Florida.


Dated: May 24, 2006

By 
Rose Davis
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 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.

Dated: May 24, 2006

By 
Carl Goldman
Registered Agent

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