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SECRETARY OF STATE TALLAHASSEE FLORIDA

LAW OFFICES

EIZEN FINEBURG & McCARTHY

A PROFESSIONAL CORPORATION

TWO COMMERCE SQUARE 34TH FLOOR 2001 MARKET STREET PHILADELPHIA, PENNSYLVANIA 19103

Cherry Hill, New Jersey 08034 TEL (215) 751-9666 Tel (856) 773-0945 FAX (215) 751-9310 Fax (856) 773-0309 website:www.cfm.nct

The Homer Building, Suite 390 South 601 Thirteenth Street, NW Washington, D.C. 20005 Tel (202) 347-1917 Fax (202) 347-8344

June 1, 2006

VIA FEDEX

1040 Kings Highway

Suite 500

State of Florida Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

> RE: MAXWELL ROSE ASSOCIATES, INC.

Dear Sir/Madam:

Please find enclosed an original and one copy of Articles of Incorporation for the abovecaptioned.

Also enclosed is our firm's check in the amount of \$78.75 to cover the filing fee and certified copy.

Please file the original and return the filed and certified copy to the attention of the undersigned.

Should you have any questions, please feel free to contact me.

ET/ls

Enclosures

J:\ROBERTS\FL Incorporation-Maxwell Rose Associates Inc\Florida.ltr.doc

COVER LETTER

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

SUBJECT: MAXWELL ROSE ASSOCIATES, INC.		
(PROPOSED CORPORAT	TE NAME – <u>MUST INCL</u>	UDE SUFFIX)
Enclosed are an original and one (1) copy of the artic	cles of incorporation and	l a check for:
\$70.00 \$78.75 Filing Fee Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED
FROM: Eve Thomas, Paralegal c/o Eizen Finebur Name (rg & McCarthy, P.C. (Printed or typed)	
2001 Market Street, Suite 3410	Address	
Philadelphia, PA 19103 City,	State & Zip	
215-751-9666 Daytime Te	elephone number	

NOTE: Please provide the original and one copy of the articles.

06 JUN -6 PM 4: 39

SECRETARY OF STATE

TALLAHASSEE FLORIDA

STATE OF FLORIDA ARTICLES OF INCORPORATION OF

MAXWELL ROSE ASSOCIATES, INC.

(Pursuant to Florida Statutes Chapter 607)

ARTICLE I: The name of the Corporation shall be: MAXWELL ROSE ASSOCIATES, INC.

ARTICLE II: The principal place of business and mailing address of the corporation shall be: 1103 Mosaic Drive, Celebration, FL 34747.

ARTICLE III: The name and Florida street address of the Corporation's initial registered agent shall be Jennifer E. Roberts, 1103 Mosaic Drive, Celebration, FL 34747.

ARTICLE IV: The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE V: The number of shares of stock that the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock having no par value per share.

ARTICLE VI: The name and address of the incorporator is: Bernard Eizen, Esquire, Eizen Fineburg & McCarthy, Two Commerce Square, 34th Floor, 2001 Market Street, Philadelphia, Pennsylvania 19103.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed, signed and acknowledged this certificate of incorporation as of the 31% day of May, 2006.

INCORPORATOR:

REGISTERED AGENT:

Bernard Eizen, Esquire

Jennifer F. Robert