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FLORIDA PROFIT/NON PROFIT CORPORATION

Roche Family Holdings, Inc.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
ROCHE FAMILY HOLDINGS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation (the "Corporation"):

ARTICLE I

Name

The name of the Corporation is Roche Family Holdings, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is 1910 Orient Road, Tampa, Florida 33619.

ARTICLE III

Shares

(a) The Corporation shall have authority to issue 2,000,000 shares of common capital stock having a par value of \$.01 per share of which (i) 4,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 1,996,000 shares shall be designated non-voting shares (the "Nonvoting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of the shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

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ARTICLE IV
Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 and the name of the Corporation's initial registered agent at that address is E. Jackson Boggs.

ARTICLE V
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
E. Jackson Boggs	501 East Kennedy Boulevard Suite 1700 Tampa, Florida 33602

ARTICLE VI
Initial Directors

The corporation initially shall have three (3) directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Armando A. Roche	1910 Orient Road Tampa, Florida 33619
Linda Roche	1910 Orient Road Tampa, Florida 33619
Shannon Roche	1910 Orient Road Tampa, Florida 33619

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ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

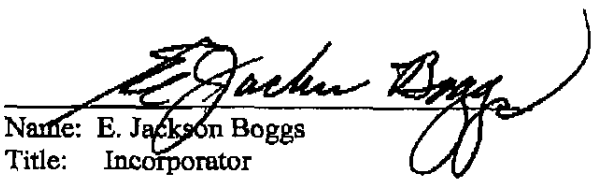
The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting 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 Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII
Effective Date

The effective date of filing of these Articles of Incorporation shall be February 10, 2009.

Dated this 10th day of February, 2009.


Name: E. Jackson Boggs
Title: Incorporator

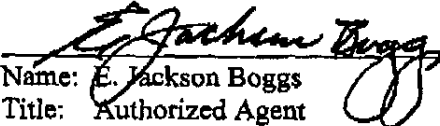
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Roche Family Holdings, Inc., at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 10th day of February, 2009.

REGISTERED AGENT:


Name: E. Jackson Boggs
Title: Authorized Agent

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