

Division of Corporations

**P11000021854**

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
ROSEWOOD HOLDINGS, INC.**

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
ROSEWOOD HOLDINGS, INC.

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2011 MAR -4 PM 4:41  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I  
Name and Principal Office of Corporation

The name of this Corporation is ROSEWOOD HOLDINGS, INC. The Principal Office and mailing address of the Corporation is c/o 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131.

ARTICLE II  
Nature of Business

This Corporation is hereby authorized to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

ARTICLE III  
Stock

The total authorized capital stock of the Corporation shall be 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV  
Incorporator

The name and street address of the incorporator of this Corporation are as follows:

Lauren M. Hunt  
White & Case LLP  
200 S. Biscayne Boulevard, Suite 4900  
Miami, FL 33131

ARTICLE V

Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida is 1200 S. Pine Island Road, Plantation, FL 33324. The initial Registered Agent of this Corporation at the above address is C T Corporation System.

ARTICLE VI

Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of 2 persons.

ARTICLE VII

Initial Board of Directors

The names and street addresses of the members of the Initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

John J. Zalles  
c/o 200 S. Biscayne Boulevard, Suite 4900  
Miami, FL 33131

Marcia Zalles De Paz-Soldan  
c/o 200 S. Biscayne Boulevard, Suite 4900  
Miami, FL 33131

ARTICLE VIII

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE IX

Financial Information

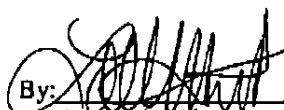
The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the

shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE X  
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

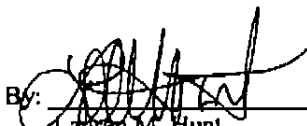
IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 3rd day of March, 2011.

By:   
Lauren M. Hunt


CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

ROSEWOOD HOLDINGS, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 1200 S. Pine Island Road, Plantation, FL 33324, as its initial Registered Office and has named C T Corporation System, located at said address as its initial Registered Agent.

By:   
Lauren M. Hunt  
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By:   
Barbara A. Burke  
Special Assistant Secretary  
C T Corporation System  
Registered Agent

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TALLAHASSEE, FLORIDA

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