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FILED

February 7, 1995

95 FEB -8 AM 10:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Dear Sir or Madam:

I would like to form the following corporation under Florida law:

-- Rosen Construction Ventures, Inc.

Enclosed please find the original and one copy of the Articles of Incorporation to be filed.

Please send me a certified copy of the Articles of Incorporation and a Certificate of Good Standing. I have enclosed a check in the amount of \$131.25 made payable to "Division of Corporations".

My return address is:

Michael K. Northrop  
c/o Rosen Associates  
215 S.W. LeJeune Road  
Miami, Florida 33134-1799  
(305) 446-5663

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\*\*\*\*131.25 \*\*\*\*131.25

Thank you very much.

Sincerely,

Michael K. Northrop, Esquire

Attachments

MA  
2-10-95

**ARTICLES OF INCORPORATION  
OF  
ROSEN CONSTRUCTION VENTURES, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of this Corporation shall be **Rosen Construction Ventures, Inc.**

**ARTICLE II**

**Duration**

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE III**

**Purpose and Powers**

This Corporation is being formed for the purpose of transacting any or all business activities permitted to be transacted by Florida corporations by the laws of the State of Florida. This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE IV**

**Capital Stock**

The Corporation is authorized to issue one hundred (100) shares of common voting stock with a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

**ARTICLE V**

**Principal Office: Initial Registered Office and Agent**

The street address of the initial principal office and registered office of this Corporation is: 215 S.W. LeJeune Road, Miami, Florida, 33134-1799, and the name of the initial registered agent of this Corporation at that address is: Michael K. Northrop, Esquire.

## ARTICLE VI

### Initial Board of Directors

This Corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

NORMAN S. ROSEN  
215 S.W. LeJeune Road  
Miami, Florida 33134

CLIFFORD D. ROSEN  
215 S.W. LeJeune Road  
Miami, Florida 33134

## ARTICLE VII

### Amendments to Articles of Incorporation and Bylaws

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

## ARTICLE VIII

### Incorporator

The name and address of the person signing these Articles is:

Michael K. Northrop, Esquire  
215 S.W. LeJeune Road  
Miami, Florida 33134-1799

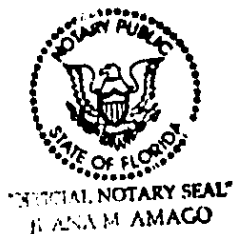
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 7th day of February, 1995.

  
MICHAEL K. NORTHROP, Subscriber

STATE OF FLORIDA   §  
                                 §  
COUNTY OF DADE   §

**BEFORE ME**, personally appeared **MICHAEL K. NORTHROP, ESQUIRE**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 7<sup>th</sup> day of February, 1995.



Juana M. Amago  
Notary Public, State of Florida

Juana M. Amago  
Type/Print/or Stamp Name of Notary

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES SEPT 8, 1995  
BONDED THRU GENERAL INS. UND.

#### ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Michael K. Northrop, hereby accepts appointment as the Resident Agent for **Rosen Construction Ventures, Inc.**, and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

**WITNESS** my hand this 7<sup>th</sup> day of February, 1995

Michael K. Northrop  
Michael K. Northrop