



CERTIFICATE OF INCORPORATION

-OF-

ROTH & ROSEN, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation shall be:

ROTH & ROSEN, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

2036 EAST ATLANTIC BLVD.

POMPANO BEACH, FLORIDA 33060

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ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and street addresses of the first Board of Directors of this Corporation are as follows:

EDMOND ROTH	2036 E. ATLANTIC BLVD.
EDWARD ROSEN	POMPANO BEACH, FLORIDA 33060 2036 E. ATLANTIC BLVD.
	POMPANO BEACH, FLORIDA 33060

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

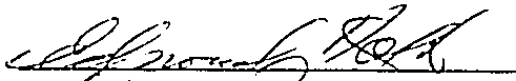
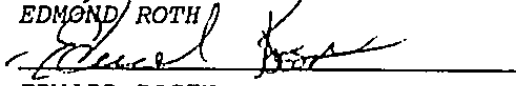
EDMOND ROTH	2036 E. ATLANTIC BLVD.
EDWARD ROSEN	POMPANO BEACH, FLORIDA 33060 2036 E. ATLANTIC BLVD.
	POMPANO BEACH, FLORIDA 33060

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned,

EDMOND ROTH and EDWARD ROSEN,  
both being natural persons, competent to contract, has  
hereunto set their hand(s) and Seal(s) this 30TH  
day of JANUARY, 19 95.

  
EDMOND ROTH (SEAL)  
  
EDWARD ROSEN (SEAL)  
STATE OF FLORIDA)  
COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public of the State  
of Florida, personally appeared EDMOND ROTH,

and EDWARD ROSEN, to me well known and

known to me to be the individuals described in and who  
executed the forgoing Articles of Incorporation, and they  
acknowledged before me that they executed the same freely  
and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 30TH  
day of JANUARY, 19 95.

(NOTARY SEAL)

NOTARY PUBLIC  
MY COMMISSION EXPIRES 12/31/95  
NO. CC333726

KERI MASON  
KERI MASON  
Notary Public, State of Florida

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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said act:

FIRST, That ROTH & ROSEN, INC. desiring to  
organize under the laws of the State of Florida with its  
principal offices as indicated in the Articles of  
Incorporation, in the City of POMPANO BEACH,  
County of BROWARD, State of Florida,  
has named EDMOND ROTH,  
located at 2036 EAST ATLANTIC BLVD,  
POMPANO BEACH, Florida, 33060,  
as its agent to accept services of process within this  
state.

ACKNOWLEDGEMENT

Having been named to accept service of process for  
the above stated corporation, at the place designated in  
this certificate, I hereby accept to act in this capacity,  
and agree to comply with the provisions of said Act  
relative to keeping open said office.

By:



Resident Agent

EDMOND ROTH