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95 APR 14 AM 9:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 7, 1995

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 four corporations under Florida law:

- Rosen/Everett Ventures, Inc.
- Rosen/Plymouth Ventures, Inc.
- Rosen/Acton Ventures, Inc.
- Acropolis Ventures, Inc.

Enclosed please find, for each of the above listed corporations, 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 for each corporation. I have enclosed four checks, each 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

Thank you very much.

Sincerely,

Michael K. Northrop, Esquire

Enclosures

**ARTICLES OF INCORPORATION  
OF  
ROSEN/EVERETT VENTURES, INC.**

**FILED**  
95 APR 14 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of this Corporation shall be **Rosen/Everett 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 April, 1995.

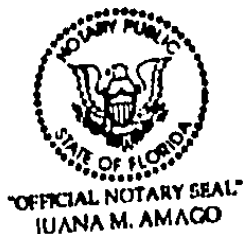
  
MICHAEL K. NORTHROP, Subscriber

STATE OF FLORIDA §  
§  
COUNTY OF DADE §

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 April, 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 EXP. SEPT 8, 1998  
BONDED THRU CENTRAL INS. UNDA

#### ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Michael K. Northrop, hereby accepts appointment as the Resident Agent for Rosen/Everett 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 April, 1995

Michael K Northrop  
Michael K. Northrop



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 1, 1995

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

RECEIVED  
SEP 1 1995  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Dear Sir or Madam:

Enclosed herewith, please find Articles of Amendment to Articles of Incorporation of Rosen/Everett Ventures, Inc. reflecting an amendment to Article IV, Capital Stock, changing the authorized shares to one hundred (100) shares of Class A voting stock and one hundred (100) shares of Class B non-voting stock.

Please send me a certified copy of the Articles of Amendment and one Certificate of Status for Rosen/Everett Ventures, Inc. I have enclosed a check made payable to the Division of Corporations in the amount of Ninety-Six and Twenty-Five Hundredths Dollars (\$96.25), which is comprised of the filing fee (\$35), certified copy fee (\$52.50) and the certificate of status fee (\$8.75).

Should you have any questions, please call me directly.

Very truly yours,

*Mary Ann Y. David*

Mary Ann Y. David, Esquire

Enclosures

*Amend.*  
N. HENDRICKS SEP - 8 1995

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Rosen/Everett Ventures, Inc.  
(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

Article IV is amended as follows:

The Corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock which shall be designated "Class A voting common shares"; and one hundred (100) shares of one dollar (\$1.00) par value common stock which shall be designated "Class B nonvoting common shares". The Class A and Class B shares shall be entitled in all respects to equal rights and privileges except that each share of Class A shall be entitled to one (1) vote and each share of Class B shall be nonvoting stock.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: August 21, 1995.

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were  
sufficient for approval by \_\_\_\_\_,"  
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day \_\_\_\_\_ of September \_\_\_\_\_, 1995.

Signature

Michael K. Northrop

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Michael K. Northrop

Typed or printed name

Incorporator

Title