

1201 HAYS STREET
TALLAHASSEE, FL 32304
904/224-1111
904/224-1111 FAX

800-342-8086



P9500036546

ACCOUNT NO. : 072100000032

REFERENCE : 591987 9714A

AUTHORIZATION :

Patricia P. J. B.

COST LIMIT : \$ 70.00

ORDER DATE : May 5, 1995

ORDER TIME : 10:44 AM

200001481092

ORDER NO. : 591987

CUSTOMER NO: 9714A

CUSTOMER: Mr. Gerry J. Maxcy
SHELLEY B. MAURICE, P. A.
11076 South Military Trail
Boynton Beach, FL 33436

DOMESTIC FILING

NAME: GOLDEN ROSE CORP.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXXC PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS: _____

T. BROWN MAY - 9 1995

FILED
95 MAY -9 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GOLDEN ROSE CORP.

FILED
95 MAY -9 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GOLDEN ROSE CORP.

The address of the principal office of this corporation shall be 3430 Bayridge Road, Lantana, Florida 33462, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Margaret Gold
Dir.

3430 Bayridge Road
Lantana, Florida 33462

Rose Renno
Dir.

20A Ridge Point Drive
Boynton Beach, Florida 33435

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Margaret Gold
Pres./V. Pres.

3430 Bayridge Road
Lantana, Florida 33462

Rose Renno
Sec./Treas.

20A Ridge Point Drive
Boynton Beach, Florida 33435

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has herunto set their hand
and seal of Corporation Service Company on May 9, 1995.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

KBR/kbr

Shelley B. Maurice, P.A.

SHELLEY B. MAURICE, ESQ.
MEMBER OF THE FLORIDA BAR AND
UNITED STATES DISTRICT COURT BAR

THE VILLAGE SQUARE
11076 B MILITARY TRAIL
BOYNTON BEACH, FLORIDA 33438

TELEPHONE (407) 738-6200
TELECOPIER (407) 738-6273

P95000036546

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

44-111111-1 572-15-1-1
-06/27/95--010731--0131
*****35.00 *****35.00

Re: Golden Rose Corp.
Date of Incorporation - May 9, 1995
Articles of Incorporation Document No. P95000036546
Our File No. 195-167

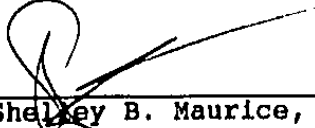
Dear Sir or Madame:

With reference to the above, enclosed in duplicate is a Statement of Change of Registered Office and Registered Agent, together with my check payable to your order in the sum of \$35.00, representing filing fee.

Thank you for causing your records to reflect the change of registered agent. If there is any other information required, please contact the undersigned.

Very truly yours,

SHELLEY B. MAURICE, P.A.

By: 
Shelley B. Maurice, Esq.

gm

Enclosures

cc: (w/ encl.) Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, FL 32301

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FILED
SEP 26 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM
P95000036546
6-26-95
RA CM

Charter No. _____

Date Filed 5/9/95

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Golden Rose Corp.

2. The name and address of its present registered agent is:

Corporate Service Company
1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Margaret Gold
3430 Bayridge Road
Lantana, Florida 33462

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Margaret Gold
(Typed or printed name and title)

Signature

Margaret Gold
(President or Vice President)

Date

5/9/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name

Margaret Gold

Signature

Margaret Gold
(Agent)

Date

5/9/95