



THE COMPANY CORPORATION

One Christa Centre • 301 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1416

P95000052935

June 7, 1995

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee FL 32314

RE:

Rosco Associates, Inc.
~~Car-Pride Inc.~~
P3296768CAROS

P95-52935

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, Certificate of Acceptance and our check(es) in the amount of \$70.00 for ~~Car-Pride Inc.~~

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 209 with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett
Bonnie J. Bennett

enc.

~~P95-12862~~

300001519769
-06/21/95--01093--008
*****70.00 *****70.00

DMC
6/23/95

502

FILED
JUN 21 1995
TALLAHASSEE, FL
JUN 21 1995
JUN 21 1995



THE COMPANY CORPORATION

Banking Center • 501 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0110 • Fax (302) 575-1316

June 29, 1995

Secretary of State
Corporation Department
PO Box 6327
Tallahassee, FL 32314
Attn: Doris McDuffie, Corporate Specialist

Re: Rosco Associates, Inc.

Dear Ms. McDuffie:

Enclosed please find resubmitted documents along with
copies of your correspondence dated June 23, 1995.

The Articles of Incorporation have been updated to include
the name, Rosco Associates, Inc.

We appreciate a speedy filing of these important documents
at this time.

Please do not hesitate to contact me at 800-542-2677
ext. 7003, with further questions regarding this filing.

Thank you for your prompt attention to this important
filing.

Sincerely,

Blanca Lozada
Corporate Service Representative



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 23, 1995

BONNIE J. BENNETT
THE COMPANY CORPORATION
201 N WALNUT STREET
WILMINGTON, DE 19801

SUBJECT: CAR PRIDE, INC.
Ref. Number: W95000012862

We have received your document for CAR PRIDE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 195A00030923

ARTICLES OF INCORPORATION
OF
Rosco Associates, Inc.

FILED

25 JUN -7 PM 1:23

TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Rosco Associates, Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 6880 N US Highway 1, Vero Beach FL 32967

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 1000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Keith Ross 6880 N US Highway 1, Vero Beach FL 32967

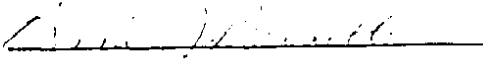
SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 7th day of June, 1995.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 7th day of June, 1995 by Bonnie J. Bennett.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years


Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

FILED


95 JUL -1 PM 1:23

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

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Rosco Associates, Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Vero Beach, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


Larry Wolfe

June 7, 1995

Date