

P95000071891

LAW OFFICES OF
GEORGE R. RICHARDS, P.A.

701 BRICKELL AVENUE
SUITE 1200
MIAMI, FLORIDA 33131
TELEPHONE (305) 371-3200
FAX (305) 371-6703

SEP 14 1995

September 13, 1995

VIA FEDERAL EXPRESS

700001585057
-09/14/95--01072--018
*****70.00 *****70.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

SECRET
Re: ~~Red~~ Rose, Inc.

Dear Sir/Madam:

Enclosed herewith please find two original sets of the Articles of Incorporation for the above-captioned corporation along with our check in the amount of \$70.00.

We are enclosing herewith a federal express return envelope for your convenience in returning to us the stamped copy as soon as possible.

Thank you for your cooperation on this matter and, if you have any questions, please call.

Very truly yours,
George Richards
GEORGE R. RICHARDS

F:\GRR\WANO\SECTRYSTA.913

A. F. [unclear] GAVE
AUTOMATICALLY BY PHONE
CROSS CHECK
DATE [unclear] AS
DOC. EXAM [unclear]

SEP 18 1995

5300 14 20 1919

ARTICLES OF INCORPORATION

OF

SILVER
~~RED ROSE, INC.~~

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

SILVER
~~RED ROSE, INC.~~

(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The capital stock of the Corporation shall consist of 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

George R. Richards
c/o George R. Richards, P.A.
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VI

The Corporation shall have one director initially. The affairs of the Corporation will be conducted by a board of directors of not less than one nor more than seven. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Leo DeDonatis 4511 N.W. 37th Ct.
Miami, Florida 33142

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the Corporation
is:

George R. Richards
c/o George R. Richards, P.A.
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VIII

The mailing address of the Corporation's principal office
shall be:

701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE IX

This corporation shall indemnify, and shall advance expenses
on behalf of, its officers and directors to the fullest extent not
prohibited by any law in existence either now or hereafter.

Executed at Miami, Florida this 13th day of September, 1995.



GEORGE R. RICHARDS

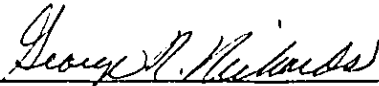
55 SEP 16 PM 1:19

ACCEPTANCE BY REGISTERED AGENT

SILVER

Having been appointed the registered agent of ~~RED~~ ROSE INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 13th day of September, 1995.



George R. Richards
Registered Agent

\\nano\artofinc.BRI