

P95000073774

September 18th, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Inclosed are the original and one copy of the Articles of
Incorporation for Rose Pedals Inc., together with the
required filing fees.

If you have any questions regarding these documents, please
call me at phone number (813) 378-1642.

Thank you for your assistance and cooperation.

Yours Truly,



Rosa Lee Zvonik

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF

ROSE PEDALS INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be ROSE PEDALS INC.

ARTICLE II

The general nature of the business and the objects and purposes of the business proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To engage in, carry on and conduct the business and the business practices develop from the patents granted to Rosa Lee Zvonik. To establish, maintain, and operate businesses, offices, plants, and any and all other establishments, for the purpose aforesaid.

(b) To subscribe for, purchase or otherwise acquire or become interested in, hold for investment, sell, offer for sale, negotiate, mortgage, pledge or otherwise deal in or with all or any part of the stocks, bonds, debentures, notes, evidences of indebtedness, scrip, acceptances, commercial paper, certificates of indebtedness, certificates of interest, obligations, mortgages and all other securities, rights or choices in action issued, created, assumed or

guaranteed by any domestic or foreign, public, quasi-public or private corporation, firm, association, trustee, syndicate, individual, including any government, province,

colony, state, district, territory, municipality or other political division or any foreign country or state, or otherwise.

(c) To apply for, purchase or in any other manner to acquire; to hold, own, use and operate; to sell or in any other manner dispose of; to grant or license other rights in respect of, and in any manner deal with, any and all rights, interests, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries or otherwise, and to work, operate or develop the same.

(d) To purchase, lease, or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds and undertakings, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trade marks, trade names and any interest in real or personal property.

(e) To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose in or about the business of the corporation and, if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed or trust or otherwise.

(f) To acquire and take over a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the goodwill and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business.

(g) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation.

(h) To carry on business at any place or places within the jurisdiction of the United States and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of any deal with real and personal property at any such place or places.

(i) To enter into, make, preform and carry out contracts of every sort and kind which may be necessary or convenient for

the business of the corporation or business of a similar nature, with any person, firm, corporation, private, public, and municipal body politic under the Government of the United States, or any state, territory or colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organized pursuant to Florida law.

(j) To do all and everything necessary, suitable or properly for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

(k) The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment or exercise thereof, as conferred by the laws of the State of Florida upon corporations under the provisions of the Florida law.

ARTICLE III

The total number of shares of capital stock of the corporation is 100,000 shares of common stock of the par value of \$.01 per share.

ARTICLE IV

The amount of paid-in capital with which the corporation will begin business will be more than Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be and is located at 3377 Bee Ridge Road, Unit 1C, Sarasota, Florida, with the

privilege of having branch offices at other places.

ARTICLE VII

The number of directors of this corporation shall be not less than one (1) nor more than seven (7).

ARTICLE VIII

The names and post office addresses of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the bylaws and the laws of the State of Florida, shall hold office for the first year of this corporation's existence, or until their successors are elected and have qualified, are as follows:

Rosa Lee Zvonik

3377 Bee Ridge Road, Unit 1C
Sarasota, Florida 34239

ARTICLE IX

The name and post office address of the subscriber to this Certificate of Incorporation and the number of shares of stock of this corporation which he agrees to take is as follows:

Rosa Lee Zvonik

500 Shares

3377 Bee Ridge Road, Unit 1C
Sarasota, Florida 34239

The sum of at least One Dollar (\$1.00) per share will be paid for the said stock subscription.

ARTICLE X

The corporation may enter into contracts or transact business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any corporation or

association in which any of its directors is a stockholder, director or officer, and such contract or transaction shall not be invalidated or in anywise affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the corporation upon such contract or transaction; and no director or directors having such adverse interest shall be liable to the corporation or to any stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such director or directors be accountable for any gains or profits realized therefrom; always, provided, however, that such contract or transaction shall be at the time at which it was entered into, have been a reasonable one to have entered into, and shall have been upon terms that were at the time fair.

ARTICLE XI

The officers of this corporation shall be a President, a Vice-President, a Secretary-Treasurer, and such other offices and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner, hold their offices for such term, and have such powers and duties as may be prescribed by the bylaws or determined by the Board of

the President may not also be the Secretary or an Assistant Secretary of the corporation.

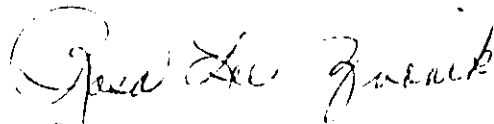
ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XIII

The corporation designates Rosa Lee Zvonik, located at 3377 Bee Ridge Road, Unit 1C, Sarasota, Florida 34239, as its agent to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation in Sarasota, Florida, this day of September, 1995.



Rosa Lee Zvonik

CONSENT OF RESIDING AGENT

HAVING BEEN NAMED to accept service of process for this corporation at the place designated in the foregoing Certificate, the undersigned accepts the designation.



Rosa Lee Zvonik