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DeFABIO AND FENN, P.A.
ATTORNEYS AT LAW
SUITE 430
2121 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 448-7200
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GEORGE J. DeFABIO
LEONARD P. FENN

FILED
96 JAN -8 PM 7:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 3, 1996

Secretary of State
Division of Corporations
509 E. Gaines Street
Tallahassee, Florida 32399-2000

100001682921
-01/09/96--01046--015
****122.50 ****122.50

Re: ROGO, INC.

Dear Sir/Madam:

Enclosed please find two original Articles of Incorporation for ROGO, INC. our check #1128 for the amount of $122.50 and stamped self addressed envelope for return of same.

Thank you for your anticipated courtesy and cooperation.

Very truly yours,

George J. DeFabio

GJD/tp
Encls.

1/10/96

FILED
96 JAN -8 PM 7:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ROGO, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be ROGO, INC.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue Five Hundred (500) shares of all one class at One ($1.00) Dollar each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

5722 S.W. 8th Street
MIAMI, FLORIDA 33134

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

GEORGE J. DeFabio
2121 Ponce de Leon Boulevard
Suite 430
Coral Gables, Florida 33134

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of By-Laws of the corporation in the manner provided by law, but shall never be less than one.

NAME	ADDRESS
ROBERTO GONZALEZ	4730 S.W. 7th Street Miami, Florida 33134

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME	ADDRESS
ROBERTO GONZALEZ	4730 S.W. 7th Street Miami, Florida 33134

ARTICLE IX

AMENDMENT OF BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or an amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

____

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared ROBERTO GONZALEZ to me well know and know to be the person described in and who executed the foregoing Articles of Incorporation, as incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 3rd day of January 1996.

____
NOTARY PUBLIC

My Commission Expires:

REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That _ desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Coral Gables, County of Dade, State of Florida, has named GEORGE J. DeFabio, located at 2121 Ponce de Leon Blvd., Suite 430, Coral Gables, Florida, as its registered agent to accept service of process.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

By: ______________________
GEORGE J. DeFABIO

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, and duly authorized in the State and County above named to take acknowledgements, personally appeared GEORGE J. DeFABIO, to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 3rd day of January, 1996.

____
NOTARY PUBLIC

My Commission Expires:

FILED
96 JAN -8 PM 7:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA