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3592

1/10/96

JAY SCOTT

Requestor's Name

4202 Lincoln Rd #327

Address

Miami Beach FL 33139

City

State

ZIP

Phone

1-8000 F

VALIDATION ONLY

FILED
96 JAN 11 AM 8:59
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Rosset & Morales, Inc.



Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dis.	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Other
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reservation	<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies
<input type="checkbox"/> Certificate Under Seal	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> After 4:30	<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait
<input checked="" type="checkbox"/> Pick Up	<input type="checkbox"/> Mail Out	

RECEIVED
96 JAN 11 AM 10:02
DIVISION OF CORPORATIONS

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

F. CHESSEY JAN 11 1995

CERTIFIED COPY

ARTICLES OF INCORPORATION
OF
ROSSELET & MORALES, INC.

FILED
95 JUN 11 AM 9:59
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) 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 ROSSELET & MORALES, 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 One Thousand (1,000) shares all at One (\$1.00) Dollar 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:

742 10th Street
Suite 109
Miami Beach, Florida 33139

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

Scott R. Jay
420 Lincoln Road Suite 327
Miami Beach, Florida 33139

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAMES

ADDRESSES

Pierre Andre Rosselet

742 10th Street
Suite 109
Miami Beach, Florida 33139

ARTICLE VIII
INCORPORATORS

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are:

NAME(S)

ADDRESS(ES)

Pierre Andro Rosselet

742 10th Street
Suite 109
Miami Beach, Florida 33139

ARTICLE IX
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or appeal 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 any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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



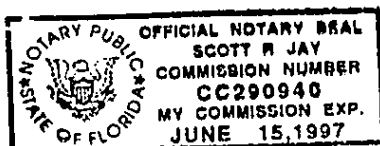
PIERRE ANDRE ROSSELET

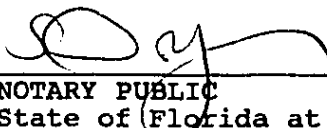
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared PIERRE ANDRE ROSSELET, who proved his identity by providing a copy of his passport, to me personally known 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 9th. day of
January, 19 96.

My Commission Expires:





NOTARY PUBLIC
State of Florida at Large

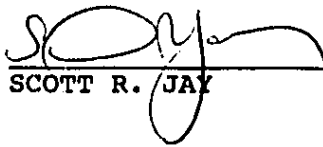
REGISTERED AGENT CERTIFICATE

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

FIRST - That ROSSELET & MORALES, INC. 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 Miami Beach, County of Dade, State of Florida, has named SCOTT R. JAY located at 420 Lincoln Road Suite 327, Miami Beach, Florida 33139 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.

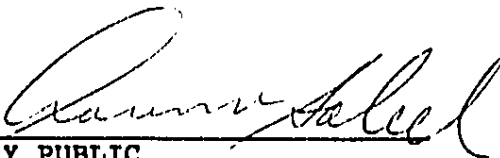

SCOTT R. JAY

STATE OF FLORIDA)
) **
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared SCOTT R. JAY, to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 9th day of JANUARY, 1996.

My Commission Expires:



NOTARY PUBLIC
State of Florida at Large

24B:Rosselet.Art



OFFICIAL SEAL
AARON R. SOBEL
My Commission Expires
Feb. 5, 1996
Comm. No. CC 177990

FILED
96 JAN 11 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA