

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0911
904-222-3393 FAX

800-342-8086

P96000102161



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 193143 4323655

AUTHORIZATION :

Patricia Piziks

COST LIMIT : \$ 70.00

ORDER DATE : December 18, 1996

ORDER TIME : 10:34 AM

ORDER NO. : 193143-005

100002032741--B

CUSTOMER NO: 4323655

CUSTOMER: Randolph J. Wolfe, Esq
ANNIS MITCHELL COCKEY EDWARDS
& ROEHN, P.A.
Suite 2100
One Tampa City Center
Tampa, FL 33602

DOMESTIC FILING

NAME: ROCHE II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
96 DEC 18 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 19 PM 10:10
DIVISION OF CORPORATE SERVICES

KR
12.18.96

ARTICLES OF INCORPORATION
OF
ROCHE II, INC.

FILED
96 DEC 18 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I
Name and Address

The name of this Corporation is: ROCHE II, INC. The mailing and street address of the Corporation is: 5909 East Breckenridge Parkway, Tampa, Florida 33610.

ARTICLE II
Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation,

partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602, and the name of its initial registered agent at such address is Randolph J. Wolfe.

ARTICLE VII
Initial Board of Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Corinne L. Roche	5909 East Breckenridge Parkway Tampa, Florida 33610
Harvey D. Roche, Jr.	5909 East Breckenridge Parkway Tampa, Florida 33610

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Randolph J. Wolfe	201 N. Franklin Street Suite 2100 Tampa, Florida 33602

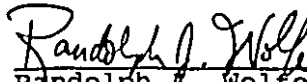
ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

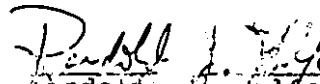
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 17th day of December, 1996.



Randolph J. Wolfe

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named corporation, at the place designated herein, 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.



Randolph J. Wolfe

Dated: December 17, 1996

6043-001-383489

FILED
96 DEC 18 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0339 FAX

800-342-8086

P96000102161



ACCOUNT NO. : 072100000032

REFERENCE : 200640 4323655

AUTHORIZATION :

Patricia Puyat

COST LIMIT : \$ 35.00

ORDER DATE : December 24, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 200640-005

CUSTOMER NO: 4323655

900002037629--0

CUSTOMER: Randolph J. Wolfe, Esq
Annis Mitchell Cockey Edwards
Suite 2100
One Tampa City Center
Tampa, FL 33602

*Articles of
Correction*

DOMESTIC AMENDMENT FILING

NAME: ROCHE II, INC.

96 DEC 26 PM 1:40
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS:

*Articles of
Correction*

sp 12/26/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

12/26/96

January 2, 1997

CSC Networks

SUBJECT: ROCHE II, INC.
Ref. Number: P96000102161

RESUBMIT

Please give original
submission date as file date.

*Needs file date
of Dec. 26th.
See attached letter*

We have received your document for ROCHE II, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

In Article I, it states that a copy of the articles of incorporation are attached. However, when we received the document, the attachment was not included.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 797A00000136

RECEIVED
JAN 10 1997
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 26, 1996

CSC Networks
Attn: Juan E. Jones
Tallahassee, FL

SUBJECT: ROCHE II, INC.
Ref. Number: P96000102161

RESUBMIT

Please give original
submission date as file date.

We have received your document for ROCHE II, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

As directors have been selected for this corporation, the articles of correction should be signed by the chairman or vice chairman of the board. It can be signed by all directors, if there is no chairman or vice chairman.

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) 487-6901.

Susan Payne
Senior Corporate Section Administrator

Letter Number: 996A00057188

ARTICLES OF CORRECTION

FILED
96 DEC 26 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


These Articles of Correction are being filed with the Florida Secretary of State on behalf of Roche II, Inc., a Florida corporation (Document No. P96000102161) (the "Corporation").

1. These Articles are being filed to correct the Articles of Incorporation filed with the Florida Secretary of State on December 18, 1996 forming the Corporation, a copy of which is attached hereto.

2. The incorrect statement being corrected by these Articles is the mailing and street address of the Corporation set forth in Article I of the Articles of Incorporation and the addresses of the Directors of the Corporation set forth in Article VII of the Articles of Incorporation. The foregoing addresses should all be corrected to read as follows: 1911 U.S. 301 North, Suite 230, Tampa, Florida 33619.

WHEREUPON, at Tampa, Florida, this 30th day of December, 1996, the Corporation hereby certifies accordingly, under its corporate seal and the hands of its Directors, so that, on the filing hereof, the Articles of Incorporation shall be deemed corrected accordingly.

DIRECTORS:


Harvey D. Roche, Jr. / President


Corinne L. Roche / V. President



12/92

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

The Articles of Incorporation for ROCHE II, INC. were filed on December 18, 1996 and assigned document number P96000102161. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO INSURE THAT YOU RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT. TO OBTAIN A FEI NUMBER, CONTACT THE IRS AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Kimberly Rolfe, Document Specialist
New Filing Section

Letter Number: 696A00056471

Account number: 072100000032

Account charged: 70.00

ARTICLES OF INCORPORATION
OF
ROCHE II, INC.

FILED
96 DEC 18 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I
Name and Address

The name of this Corporation is: ROCHE II, INC. The mailing and street address of the Corporation is: 5909 East Breckenridge Parkway, Tampa, Florida 33610.

ARTICLE II
Term of Existence

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ARTICLE III
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation,

partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI
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The street address of the initial registered office of this Corporation is 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602, and the name of its initial registered agent at such address is Randolph J. Wolfe.

ARTICLE VII
Initial Board of Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Corinne L. Roche	5909 East Breckenridge Parkway Tampa, Florida 33610
Harvey D. Roche, Jr.	5909 East Breckenridge Parkway Tampa, Florida 33610

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Randolph J. Wolfe	201 N. Franklin Street Suite 2100 Tampa, Florida 33602

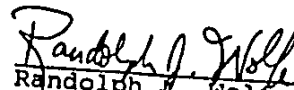
ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X
Amendment

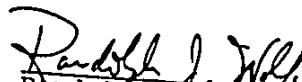
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 17th day of December, 1996.


Randolph J. Wolfe

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, 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.


Randolph J. Wolfe

Dated: December 17, 1996

6043-001-383489

FILED
96 DEC 18 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA