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Sunstate Research Assoc.  
Requestor's Name

P.O.Box 11271  
Address

Tallahassee, FL 32302  
City/State/Zip

Phone #

700001709157  
-02/07/96--01034--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (If known):**

1. Dedesma - Rosefield Ventures, Inc. (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**

**OF**

**DEDESMA-ROSEFIELD VENTURES, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME AND ADDRESS OF THE CORPORATION**

The name of the corporation shall be Dedesma-Rosefield Ventures, Inc. (the "Corporation"). The initial address of the Corporation shall be 4170 S.W. 74th Court, Miami, Florida 33155.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business and activities to be transacted and carried on by the Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

**ARTICLE III  
STOCK**

The authorized capital stock of the Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV  
INCORPORATOR**

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

Pedro L. Dedesma  
c/o White & Case  
First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131-2352

**ARTICLE V  
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation in the State of Florida shall be c/o White & Case, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131. The name of the initial registered agent of the Corporation at the above address shall be Pedro L. Dedesma.

**ARTICLE VI  
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of two (2) persons.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The names and addresses of the members of the initial Board of Directors of the Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Pedro Dedesma	4170 S.W. 74 Court Miami, Florida 33155
Larry Rosefield	6006 N.W. 53 Street Coral Springs, FL 33067

**ARTICLE VIII  
AMENDMENT**

These Articles of Incorporation may be amended upon recommendation of the Board of Directors approved by all its members and by vote of the holders of record of at least a majority of the shares of stock of the Corporation, issued and outstanding and entitled to vote.

**ARTICLE IX  
FINANCIAL INFORMATION**

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office.

This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

IN WITNESS WHEREOF, the above named incorporator signed these Articles of Incorporation this 6th day of February, 1996.

By:   
Pedro L. Dedesma,  
Incorporator

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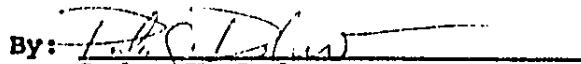
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**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Dedesma-Rosefield Ventures, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Pedro L. Dedesma as its initial Registered Agent and has named c/o White & Case, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131 as its initial Registered Office.

By:   
Pedro L. Dedesma,  
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby acknowledges that he is familiar with the obligations of such position and accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By:   
Pedro L. Dedesma,  
Registered Agent