

(LETTER OF TRANSMITTAL)

P960000/4,558

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
FEB 12 AM 8:33
TALLAHASSEE, FLORIDA

Re: A Rose By Any Other Name, Inc.
(name of corporation)

400001713254
-02/13/96--01062--020
*****70.00 *****70.00

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of ~~\$100.00~~ 70.00.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

x Judith Lewis
(individual's name)
Judith Lewis

A Rose By Any Other Name, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
20296 SW 85 Avenue		
Miami, FL 33189		
PHONE		
(305)	253-7887	
Area Code	Number	Ext.

F. CHESSEY FEB 16 1996

ARTICLES OF INCORPORATION

A Rose By Any Other Name, Inc
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

A Rose By Any Other Name, Inc

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities 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 shares (500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>A Rose By Any Other Name, Inc</u>		
ADDRESS	<u>20296 SW 85 Avenue</u>		
CITY	<u>Miami</u>	FLORIDA	ZIP <u>33189</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>Judith Lewis</u>		
ADDRESS	<u>20296 SW 85 Ave</u>		
CITY	<u>Miami</u>	FLORIDA	ZIP <u>33189</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Judith Lewis</u>		
ADDRESS	<u>20296 SW 85 Ave</u>		
CITY	<u>Miami</u>	STATE <u>FL</u>	ZIP <u>33189</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Judith Lewis		
ADDRESS	202-96 SW 85 Avenue		
CITY	Miami	STATE	FL ZIP 33189
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of 5th Feb, 1996.

(X) Judith Lewis (Seal)
Judith Lewis (Seal)
 _____ (Seal)

STATE OF FLORIDA

COUNTY OF Dade

) SS 267-77-1198

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that _____ executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this _____ day of 5th Feb, 1996.

(Notary Seal)

Daniel M Reid
 (Notary Public, State of Florida at Large)

My Commission expires:



DANIEL M REID
 My Commission CC406995
 Expires Sep. 14, 1998
 Bonded by ANS
 800-852-5878

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

A Rose By Any Other Name, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 20296 SW 85 Avenue

Miami FL 33189

has named Judith Lewis

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

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ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

(X) Judith Lewis
(registered agent)
Judith Lewis