

- Attorney at Law
- Certified Mediator
- Arbitrator (AAA)

Ronald R. Howell, Esq., P.A.

B.S., P.E., M.B.A.

Mailing: P.O. Box 2040 • Orlando, FL 32802-2040

Phone (407) 422-0408 • Fax (407) 426-8024

Office: 310 North Magnolia Ave. • Orlando, FL 32801

Bar Member of:

- Florida
- Indiana
- Federal Districts
- U.S. Court of Appeals
- U.S. Supreme Court

P96000027710

March 22, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attn: Filings

000001757410
-03/26/96---01070---010
*****70.00 *****70.00

**Subject: Filing of Articles of Incorporation for
Rose M. Vega Enterprises, Inc.**

Dear Sir or Madam,

Please find enclosed herewith one (1) original of the executed Articles of Articles of Incorporation for subject Florida Non-Profit Corporation.

Please file the enclosed original articles as soon as administratively possible, and return the acknowledgment thereof to the undersigned, immediately.

Also, enclosed is a \$70.00 check made payable to the Florida Secretary of State to cover all applicable fees and expenses.

If you have any questions concerning the above, please call me.

Very truly yours,

S/ORIGINAL
Ronald R. Howell

Ronald R. Howell

MAR 29 1996

BSB

FILED
96 MAR 25 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RRH/rmv
cc: Client

ARTICLES OF INCORPORATION
OF
ROSE M. VEGA ENTERPRISES, INC.

FILED
96 MAR 25 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be ROSE M. VEGA ENTERPRISES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the 1000 . This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 no par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be

Articles Of Incorporation Of ROSE M. VEGA ENTERPRISES, INC.

in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the member of the Initial Board Of Directors is: 2418 ABBY DR., #204, KISSIMMEE, FLORIDA 34741.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be 2418 Abby Drive #204, Kissimmee, Florida 34741.


The name of the individual who shall serve as this corporation's initial registered agent at that address is Rose M. Vega, 2418 Abby Drive, #204, Kissimmee, Florida 34741.

ARTICLE X. INCORPORATOR

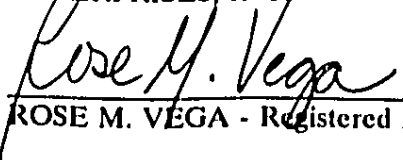
The name and address of the individual who shall serve as this corporation's incorporator is: Rose M. Vega, 2418 Abby Drive, #204, Kissimmee, Florida 34741.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

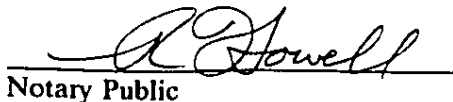

ROSE M. VEGA - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of ROSE M. VEGA ENTERPRISES, INC.. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ROSE M. VEGA ENTERPRISES, INC.

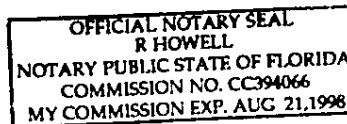

ROSE M. VEGA - Registered Agent

State Of Florida
County Of Orange

On 3-22-96, ROSE M. VEGA, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ROSE M. VEGA ENTERPRISES, INC.


Notary Public

R. R. HOWELL
(Notary Public - Printed Or Typed Name)



Commission Expiration Date & Commission Number:

Articles Of Incorporation Of ROSE M. VEGA ENTERPRISES, INC.