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Christopher J. Gulya

Certified Public Accountant

2300 Glades Road
Suite 155W
Boca Raton, FL 33431
Tel: (407) 388-0122
Fax: (407) 388-4482

April 24, 1996

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

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-04/29/96--01092--010
*****122.50 *****122.50

RE: FILING ARTICLES OF INCORPORATION FOR:

THE JUPITER ROSE CORPORATION

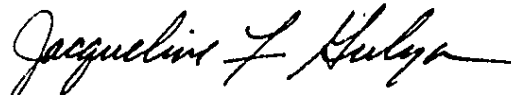
Ladies and Gentlemen:

Enclosed please find an original and two (2) copies of the articles of incorporation for the above-referenced corporation and a check in the amount of \$122.50 for filing.

Upon filing, please send me a certified copy of the articles of incorporation.

Thank you for your assistance in this regard.

Sincerely,



JACQUELINE F. GULYA
Legal Assistant/Office Administrator

/jfg
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 29 PM 1:20

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ARTICLES OF INCORPORATION

OF

THE JUPITER ROSE CORPORATIONFILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 29 PM 1:20

The undersigned Incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

The Jupiter Rose Corporation

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

**4300 South U.S. Highway One
Suites 203-233
Jupiter, FL 33477**

ARTICLE IV

The purpose(s) for which this corporation is organized is any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Said corporation may acquire by purchase, exchange, gift, bequest and subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal with its own corporate securities or

stock or other securities, including without limitation, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

A. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purpose or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

B. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the

enjoyment and exercise thereof, as conferred by the laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article IV shall be regarded as independent purposes and powers.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is 100 shares of Class A common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE VI

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholder's meeting called for that purpose.

ARTICLE VII

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter

when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts.

Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VIII

The initial registered agent and office of this corporation shall be: **Christopher Sturr, 4300 South U.S. Highway One, Suites 203-233, Jupiter, FL 33477.**

ARTICLE IX

The number of directors constituting the initial Board of Directors of this corporation are one (1). The name and address of the person(s) to serve as Director(s) until the first annual meeting of shareholders, or until their successors are elected and qualify is:

President/Secretary:

Christopher Sturr
4300 South U.S. Highway One
Suites 203-233
Jupiter, FL 33477

Vice President/Treasurer:

same as above

ARTICLE X

The name and address of the incorporator is:

Christopher Sturr
2411 Birchcrest Court
Sterling Heights, MI 48314

ARTICLE XI

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors or officers are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence or a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions by vote and they authorize, approve or ratify such contract or transaction by vote or written consent; (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence or a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XII

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

Dated this 22ND day of April, 1996.

THE JUPITER ROSE CORPORATION

By Christopher Sturr
Christopher Sturr
President/Vice President
Secretary/Treasurer

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 29 PM 1:20

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

THE JUPITER ROSE CORPORATION

2. The name and address of the registered agent and office is:

**Christopher Sturr
4300 South U.S. Highway One
Suite 203-233
Jupiter, FL 33477**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Christopher Sturr

Christopher Sturr
April 22, 1996.