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May 6, 1996

RECEIVED
MAY 14 1996
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Roger Rosenwald
425 Cross St, Unit 113
Punta Gorda, FL 33950

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

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-05/09/96--01049--002
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find

1. Articles of Incorporation for THE ROSENWALD CHILDREN MANAGEMENT COMPANY;
2. Certificate of Designation, Registered Agent/Registered Office; and
3. A check for \$ 70.00 to cover the filing fee and registered agent designation.

I would appreciate your filing the Articles of Corporation for the above corporation. Thank you very much.

Sincerely,



Roger W Rosenwald
Incorporator

5/14/96
JD

ARTICLES OF INCORPORATION

OF

THE ROSENWALD CHILDREN MANAGEMENT COMPANY.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be THE ROSENWALD CHILDREN MANAGEMENT COMPANY.

The principal place of business of this corporation shall be 425 Cross Street #113, Punta Gorda FL 33950.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IV - CAPITAL STOCK

This corporation shall be authorized to have an aggregate number of 1000 shares of common stock outstanding at any time with a par value of \$.10 each.

ARTICLE V - PRE-EMPTIVE RIGHTS

The shareholders shall have pre-emptive rights.

ARTICLE VI - DIRECTORS OFFICERS

The name and street address of the initial Director, President, Treasurer, and Secretary who shall hold office the first year of the corporation's existence or until their successor(s) are elected shall be Roger W Rosenwald, 425 Cross Street #113, Punta Gorda FL 33950.

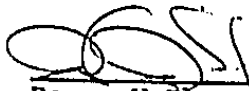
ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is Roger W Rosenwald, 425 Cross Street #113, Punta Gorda FL 33950.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any current or former director or officer to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of May 1996.



Roger W Rosenwald, Incorporator

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The FOREGOING instrument was acknowledged and sworn to me this 6th day of May 1996 by Roger W Rosenwald, who is personally known to me, as the incorporator of THE ROSENWALD CHILDREN MANAGEMENT COMPANY.


Carol S Weller, Notary Public

CAROL WELLER
Comm. No. CC 443452
My Comm. Exp. Mar. 6, 1999
Bonded thru Pichard Ins. Agcy.

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

Pursuant to the provisions of Section 607.325, 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 ROSENWOLD CHILDREN
MANAGEMENT COMPANY
2. The name and address of the registered agent and office is:
ROGER W ROSENWALD
(P.O. BOX NOT ACCEPTABLE)
425 CROSS ST #113, PUNTA GORDA FL 33950
(CITY/STATE/ZIP)

SIGNATURE [Signature]
(corporate officer)
TITLE PRESIDENT
DATE 5/6/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE [Signature]
DATE 5/6/96

REGISTERED AGENT FILING FEE: \$20.00