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PREMISE HALL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 954337-195635A

AUTHORIZATION : Patricia Leggett

COST LIMIT : \$ 122.50

FILED STATE
SECRETARY OF CORPORATIONS
96 MAY 16 PM 3:25

ORDER DATE : May 15, 1996

ORDER TIME : 10:41 AM

ORDER NO. : 954337

CUSTOMER NO: 125635A

CUSTOMER: Terrance J. Mullin, Esq.
OTERO MULLIN & TOMLIN, P.A.

400001829224

Fourth Floor
75 Valencia Avenue
Coral Gables, FL 33134

DOMESTIC FILING

NAME: ROSA INVESTMENTS, INC.

524

W96-10408

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
96 MAY 15 PM 12:51
DIVISION OF CORPORATIONS
5/19/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 16 PM 3: 25

May 16, 1996

CSC NETWORK
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ROSA INVESTMENTS, INC.
Ref. Number: W96000010408

RESUBMIT

Please give original
submission date as file date.

We have received your document for ROSA INVESTMENTS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent listed in Article V must be same on the registered agent form. Please make this correction.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 996A00024315

RECEIVED
96 MAY 16 PM 12:13
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
ROSA INVESTMENTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 16 PM 3:25

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

ARTICLE I

NAME

The name of the corporation is ROSA INVESTMENTS, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 10,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 75 Valencia Avenue, Fourth Floor, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Otero, Mullin & Tomlin, P.A.

ARTICLE VI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is c/o Otero, Mullin & Tomlin, P.A., 75 Valencia Avenue, Fourth Floor, Coral Gables, Florida 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the initial director is as follows:

Aldo Rosa
c/o Otero, Mullin & Tomlin, P.A.
75 Valencia Avenue
Fourth Floor
Coral Gables, Florida 33134

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Terrance J. Mullin, Esq., 75 Valencia Avenue, Fourth Floor, Coral Gables, Florida 33134.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE X

INDEMNIFICATION

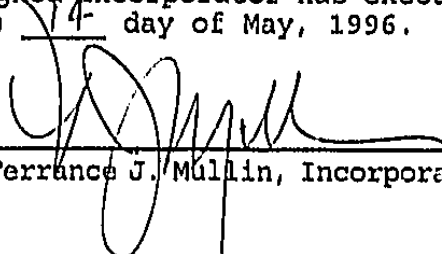
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of May, 1996.

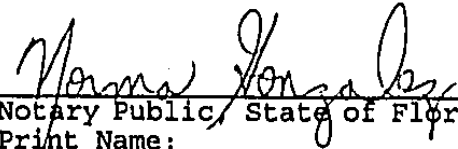


Terrance J. Mullin, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Terrance J. Mullin**, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th day of May, 1996.



Notary Public, State of Florida
Print Name: _____
Commission No.: _____

My commission expires:



CERTIFICATE OF REGISTERED AGENT
OF
ROSA INVESTMENTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 16 PM 3:25

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

That ROSA INVESTMENTS, INC., desiring to organize under the laws of the State of Florida with its principal office in Coral Gables, Florida, has named _____, Otero, Mullin & Tomlin, P.A., 75 Valencia Avenue, Fourth Floor, Coral Gables, Florida 33134, County of Dade, agent to accept service of process within the State.

A C K N O W L E D G M E N T

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.

Dated this 14 day of May, 1996.

OTERO, MULLIN & TOMLIN, P.A.

By: 

Terrance J. Mullin, V.P.

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0971
904-222-0993 FAX

800-342-8086

P96000042078



ACCOUNT NO. : 072100000032

REFERENCE : 960877 125635A

AUTHORIZATION :

COST LIMIT : \$ 52.50

Patricia P...

FILED
MAY 21 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : May 21, 1996

ORDER TIME : 9:52 AM

ORDER NO. : 960877

CUSTOMER NO: 125635A

300001882648
-05/21/96--01108--012
*****35.00 *****35.00

CUSTOMER: Terrance J. Mullin, Esq.
Otero Mullin & Tomlin, P.a.
Fourth Floor
75 Valencia Avenue
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: ROSA INVESTMENTS, INC.

200001883002

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS: _____

5/21
Michelle Bailey
Change
C.C.

96 MAY 21 PM 11:11
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ROSA INVESTMENTS, INC.

FILED
MAY 21 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, pursuant to section 607.1005 of the Florida statutes, being the sole incorporator of ROSA INVESTMENTS, INC., a Florida corporation, hereby files this amendment to the articles of incorporation before the issuance of shares.

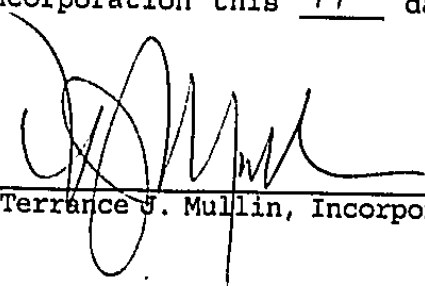
1. The name of this Corporation is ROSA INVESTMENTS, INC.
2. Article I of the Articles of Incorporation of this Corporation is amended to read as follows:

"ARTICLE I - NAME

The name of this corporation shall be SLATE INVESTMENTS, INC."

3. This amendment was adopted by the sole incorporator on May 17, 1996, without shareholder action, such action not be required because shares have not yet been issued.

IN WITNESS WHEREOF, the undersigned has executed this Article of Amendment to the Articles of Incorporation this 17 day of May, 1996.



Terrance J. Mullin, Incorporator