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May 16, 1996

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Rose Capital, Inc.
Pickett Capital, Inc.

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the following proposed documents:

- Articles of Incorporation for Rose Capital, Inc.
- Articles of Incorporation for Pickett Capital, Inc.

Our firm's check in the amount of \$245.00 is enclosed, representing the filing fee for the above-referenced articles. Once the enclosed articles have been filed, please return a certified filed copy of each of the enclosed articles to the undersigned at your earliest convenience.

Sincerely,

Helen Brock Ford
Helen Brock Ford
Paralegal

/hbf
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 21 AM 9:34

5/30

**ARTICLES OF INCORPORATION
OF
ROSE CAPITAL, INC.**

FILED
SECRETARY OF STATE
JAN 21 PM 9:34

ARTICLE I - NAME

The name of this corporation is ROSE CAPITAL, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 166 Lookout Place, Suite 201, Maitland, Florida 32751.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 166 Lookout Place, Suite 201, Maitland, Florida 32751 and the initial registered agent of this corporation at that address is A.C. Leerdam.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

A.C. Leerdam

166 Lookout Place
Suite 201
Maitland, Florida 32751

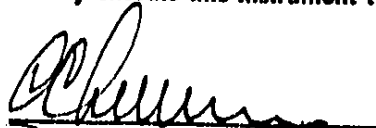
ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the sole member of this corporation's initial Board of Directors is as follows:

A.C. Leerdam

166 Lookout Place
Suite 100 201
Maitland, Florida 32751

14th IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this
day of May, 1996.


A.C. Leerdam

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 agent, in the State of Florida.

1. The name of the corporation is ROSE CAPITAL, INC.
2. The name and address of the registered agent and office is:

A.C. Leerdam
166 Lookout Place
Suite ~~101~~ 201
Maitland, Florida 32751

ROSE CAPITAL, INC.

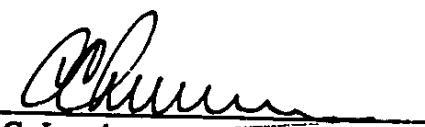
By: 

A.C. Leerdam

Title: Incorporator

Dated this 14th day of May, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


A.C. Leerdam

Dated this 14th day of May, 1996.

FILED STATE
SECRETARY OF CORPORATIONS
96 MAY 21 AM 9:34