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LAW OFFICES OF  
**JACOB A. ROSE, P.A.**  
FLAGLER COURT BUILDING - SUITE 308  
818 FIFTH STREET  
WEST PALM BEACH, FLORIDA 33401

OF COUNSEL:

DEBRA ROSE  
LYNDEN D. ROSE  
SHARON ROSE\*\*

\* LICENSED IN TEXAS

\*\* LICENSED IN BAHAMAS & GREAT BRITAIN

FILED  
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SECRETARY OF STATE  
TELEPHONE (407) 855-0113  
FAX (407) 855-0417  
FLORIDA

May 20, 1996

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\*\*\*\$122.50 \*\*\*\$122.50

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

Re: **THE ROSE LAW FIRM, P.A.**

Dear Sir/Madam:

I am enclosing the original and two copies of the Articles of Incorporation along with the Acceptance of Appointment as Registered Agent Designation. Please stamp and return one copy to us in the enclosed self-addressed, stamped envelope.

Also enclosed in a check in the amount of \$122.50, made payable to the Secretary of State of Florida/Division of Corporations.

Should there be any questions, please do not hesitate to let us know.

Sincerely,



Jacob A. Rose

JAR/mm

Enclosure

PH 5/31/96

**ARTICLES OF INCORPORATION  
OF  
THE ROSE LAW FIRM, P.A.**

1997-1998  
JULY 24 AM 9:00  
TALLAHASSEE, FLORIDA

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice the profession of law or perform the service of a lawyer in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

**ARTICLE I. NAME**

The name of the corporation is **THE ROSE LAW FIRM, P.A.**

**ARTICLE II. DURATION**

The period of the corporation's duration shall be perpetual that is, until dissolved on a vote of their shareholders as hereafter provided.

**ARTICLE III. PURPOSE**

This corporation is organized for the following purposes:

- a. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

- c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

#### **ARTICLE IV. CAPITAL STOCK**

The total number of shares of capital stock which the corporation shall be authorized to issue is 10,000 shares. Such shares shall be a single class of common stock, and shall have a par value of Two Dollars (\$2.00) per share.

#### **ARTICLE V. CAPITALIZATION**

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$10,000.00.

#### **ARTICLE VI. PRINCIPAL OFFICE**

The address of the corporation's principal office is 215 Fifth Street, Flagler Court Building, Suite 305, City of West Palm Beach, County of Palm Beach, State of Florida 33401. The name of the initial registered agent of the corporation, located at such office, is JACOB A. ROSE.

#### **ARTICLE VII. CORPORATE POWERS**

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida, including, but not limited to those specified in Article III.

#### **ARTICLE VIII. SUBSCRIBERS**

The name and address of each person signing these articles of incorporation as a

subscriber is: JACOB A. ROSE,  
President/Treasurer

215 Fifth Street  
Flagler Court Building, #305

DEBRA ROSE  
Vice President/Secretary

West Palm Beach, FL 33401

215 Fifth Street  
Flagler Court Building, #305  
West Palm Beach, FL 33401

#### ARTICLES IX. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two (2), and the names and addresses of the initial directors are:

JACOB A. ROSE  
President/Treasurer

215 Fifth Street  
Flagler Court Building, #305  
West Palm Beach, FL 33401

DEBRA ROSE  
Vice President/Secretary

215 Fifth Street  
Flagler Court Building, #305  
West Palm Beach, FL 33401

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one (1) year or until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

#### ARTICLE X. BYLAWS


The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than sixty (60) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of two thirds (2/3) of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

#### ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

In witness hereof, we the undersigned corporators of this corporation, have executed these articles of incorporation at West Palm Beach, Florida on May 20th, 1996.

  
JACOB A. ROSE  
President/Treasurer

  
DEBRA ROSE  
Vice President/Secretary

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT DESIGNATION**

I JACOB A. ROSE, of 215 Fifth Street, Suite 305, West Palm Beach, Florida 33401,  
pursuant to Florida Statutes, Chapter 607.0202, hereby accepts the appointment as  
Registered Agent for The Rose Law Firm, P.A.

**DATED** this 20th day of May 1996.

  
\_\_\_\_\_  
JACOB A. ROSE