

P96000046513

MARY M. CALLAWAY, P.A.  
ATTORNEY AT LAW  
1000 NORTH PALAFOX STREET  
P.O. BOX 30007, PENSACOLA, FLORIDA 32510  
TELEPHONE (904) 434-2114  
FAX 434-2003

May 21, 1996

EFFECTIVE DATE  
May 21, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

800001837198  
-05/23/96--01074--003  
\*\*\*\*122.50 \*\*\*\*122.50

Subject: ROS, INC.

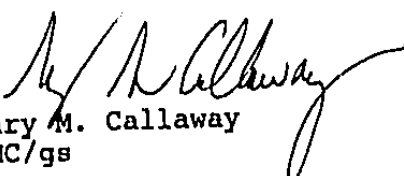
Gentlemen:

Enclosed you will find the following:

- (1) Articles of Incorporation
- (2) Copy of Articles
- (3) Check in the amount of \$122.50 to cover fees

Please file this Charter effective the date of execution of the Articles of Incorporation, and return a certified copy of the articles to me.

Sincerely,

  
Mary M. Callaway  
MMC/gs

enclosures

RECEIVED  
MAY 23 1996  
CORPORATIONS  
DIVISION  
STATE DEPT  
TALLAHASSEE  
FL 32301

GB 6/3/96

96 MAY 26 AM 10:30

CLERK OF DISTRICT COURT  
DALLAS COUNTY, TEXAS

## ARTICLES OF INCORPORATION

OF

ROS, INC.

### ARTICLE ONE NAME

EFFECTIVE DATE  
May 21, 1996

The name of this corporation is ROS, INC.

### ARTICLE TWO DURATION

This corporation shall exist in perpetuity.

### ARTICLE THREE PURPOSE

This corporation is organized for the following purposes:

To engage in international export/import activities; to undertake construction of various commercial and residential properties; to acquire, hold, use, employ, lease, and sell and deal in leases, apparatus, machinery equipment and facilities for conducting business.

To engage in interstate commerce insofar as may be necessary to carry out all of the purposes of the business and to conduct business in foreign states and nations consistent with this charter.

To purchase, hold, sell, and reissue the share of its own capital stock and should it become necessary to make an equitable division of the stock of this corporation among those who are now or may thereafter be entitled to such stock, or any part thereof, such stock may be reissued in fractional shares.

To transact any and all lawful business.

**ARTICLE FOUR**  
**CAPITAL STOCK**

This corporation is authorized to issue one hundred thousand (100,000) shares of one dollar (\$1.00) par value common stock.

**ARTICLE FIVE**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any treasury stock or the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE SIX**  
**PRINCIPAL PLACE OF BUSINESS**

The address of the principal place of business is:

6101 College Parkway  
Apartment 6F  
Pensacola, Florida 32504

and the mailing address is:

6101 College Parkway  
Apartment 6F  
Pensacola, Florida 32504

**ARTICLE SEVEN**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Rosa Munirovna Valigurskaya  
1st Novomihalkovskaya Street, 14-55  
Moscow, Russia 125008

**ARTICLE EIGHT**  
**INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

Olga Vladimirovna Valigurskaya  
6101 College Parkway  
Apartment 6F  
Pensacola, Florida 32504

**ARTICLE NINE**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and in the Shareholders.

**ARTICLE TEN**  
**RESTRICTIONS ON TRANSFER**

Outstanding shares of this corporation may not be resold or otherwise transferred to another unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

**ARTICLE ELEVEN**  
**CUMULATIVE VOTING AND VOTING RIGHTS**

At each election for directors every shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Except as otherwise provided by law, the entire voting power for the election of directors shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE TWELVE**  
**MANAGEMENT OF THE CORPORATION**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

**ARTICLE THIRTEEN**  
**MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE FOURTEEN**  
**ACTION BY DIRECTORS WITHOUT A MEETING**

The Directors of this corporation may take action by written consent, as provided by law.

**ARTICLE FIFTEEN**  
**INDEMNIFICATION**

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

**ARTICLE SIXTEEN**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

**ARTICLE SEVENTEEN**  
**ACTIONS OF THE CORPORATION**

Any contract, transaction or act of the corporation or of the Board of Directors approved by a quorum of the shareholders entitled to vote at any meeting shall be as valid and binding as though approved by every shareholder of the corporation, but any failure of the shareholders to approve such contract, transaction or act shall not be deemed in any way to invalidate the same or deprive the corporation, its directors or officers of their right to proceed.

**ARTICLE EIGHTEEN**  
**INITIAL REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is:

Mary M. Callaway  
1600 North Palafox Street  
Pensacola, Florida 32501

By signature below the registered agent accepts this designation.

  
\_\_\_\_\_  
MARY M. CALLAWAY

**ARTICLE XIX**  
**DATE OF INCORPORATION**

The date of commencement of corporate existence shall be the date of subscription and acknowledgment of these articles of incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 21st day of May, 1996.

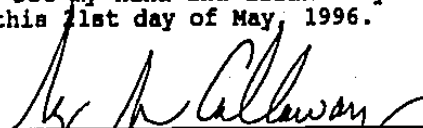
ROS, INC.  
  
\_\_\_\_\_  
OLGA VLADIMIROVNA VALIGURSKAYA

State of Florida  
County of Escambia

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared OLGA VLADIMIROVNA VALIGURSKAYA, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 21st day of May, 1996.



  
\_\_\_\_\_  
MARY M. CALLAWAY  
Notary Public  
My commission expires:

RECEIVED  
96 MAY 24 AM 10:29  
CLERK OF STATE  
TALLAHASSEE, FLORIDA