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June 26, 1996

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

Re: Roe & V Corp.

Dear Clerk:

Enclosed please find check # 2832 in the amount of \$122.50 representing the filing fee for the enclosed Articles of Incorporation.

Please forward acknowledgment of filing for the Articles to this office.

Very truly yours,

Merideth Watson-Trawick
Merideth Watson-Trawick
Certified Legal Assistant

MWT/pm
Enclosure

FILED
96 JUL -1 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 7/3/96

ARTICLES OF INCORPORATION
OF
ROE & V CORP.

FILED

96 JUL -1 AM 8:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME. The name of the corporation is ROE & V CORP. with its principal place of business at 660 Linton Blvd., #117, Delray Beach, FL 33444.

ARTICLE II. DURATION. The duration of the corporation is perpetual.

ARTICLE III. PURPOSE. The corporation is organized in order to engage in any 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 IV. DIRECTORS. There shall be two (2) members of the initial Board of Directors of the corporation, who will serve until the first election of Directors. The names and addresses of the initial Directors are as follows:

VITO D'AMBROSIO	660 Linton Blvd., #117 Delray Beach, FL 33444
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ROSA D'AMBROSIO	660 Linton Blvd., #117 Delray Beach, FL 33444
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ARTICLE V. OFFICERS. The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

VITO D'AMBROSIO President	660 Linton Blvd., #117 Delray Beach, FL 33444
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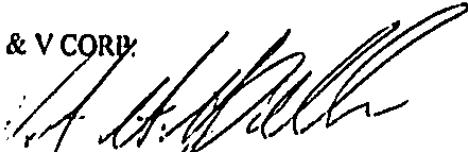
ROSA D'AMBROSIO Treasurer	660 Linton Blvd., #117 Delray Beach, FL 33444
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ARTICLE VI. REGISTERED AGENT. The initial registered agent of the corporation shall be located at 660 Linton Blvd., #117, Delray Beach, FL 33444. The initial registered agent of the corporation at that address shall be VITO D'AMBROSIO.

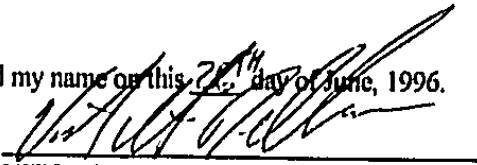
ARTICLE VII. CAPITAL STOCK. The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII. SUBSCRIBER. The name and street address of the subscriber to these Articles of Incorporation is VITO D'AMBROSIO, 660 Linton Blvd., #117, Delray Beach, FL 33444.

ARTICLE IX. ACCEPTANCE OF REGISTERED AGENT. I, VITO D'AMBROSIO hereby accept appointment as Registered Agent of ROE & V CORP.


VITO D'AMBROSIO

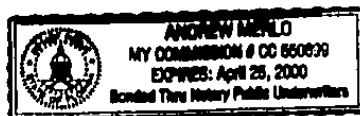
IN WITNESS WHEREOF, I have subscribed my name on this 26th day of June, 1996.

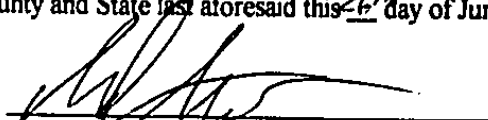

VITO D'AMBROSIO

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared VITO D'AMBROSIO, to me known to be the person described in and who executed the foregoing instrument, acknowledged before me that he executed the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of June, 1996.




NOTARY PUBLIC

FILED
96 JUL -1 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA