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JUL 13 1996
CLERK OF COURT
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MEMBER OF THE STATE OF FLORIDA BAR, FEDERAL
TRIAL BAR, AND PALM BEACH-MARTIN COUNTY
ESTATE PLANNING COUNCIL, FORMER
MEMBER OF ASSOCIATION
OF TRIAL LAWYERS
OF AMERICA

SHARON P. TALBOT
ATTORNEY AND COUNSELOR AT LAW

August 1, 1996

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

RE: Articles of Incorporation

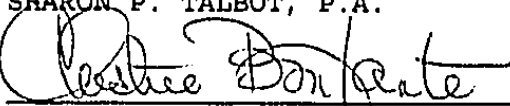
Dear Sir/Madam:

Enclosed please find two copies of the Articles of Incorporation
for Roots Enterprises, Inc. and a check in the amount of \$122.50
for execution.

Please forward a stamped copy in the enclosed self-addressed
envelope.

Thank you.

SHARON P. TALBOT, P.A.


Christine Bonfante, Paralegal

/cb

ST/PL
AD

**ARTICLES OF INCORPORATION
OF
ROOTS ENTERPRISES, INC.**

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:
ROOTS ENTERPRISES, INC.

ARTICLE II

This corporation shall commence existing upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person why by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$5.00 (Five Dollars).

Unless otherwise stated in these articles or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Carmen Rezende
139 N. County Road, Suite 20C
Palm Beach, Florida 33480

ARTICLE VI

The initial Board of Directors shall consist of a total of one person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Carmen Rezende
139 N. County Road, Suite 20C
Palm Beach, Florida 33480

ARTICLE VII

The address of the principal office of this corporation is:

139 N. County Road, Suite 20C
Palm Beach, Florida 33480

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Carmen Rezende
139 N. County Road, Suite 20C
Palm Beach, Florida 33480

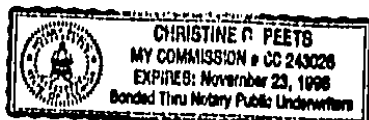
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of July, 1996.

Carmen Rezendes
CARMEN REZENDES, President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared CARMEN REZENDES, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and who presented either a drivers' license or other form of identification

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 26th day of July, 1996.



Christine C. Peets
Notary Public, State of Florida

My commission expires:
Christine C. Peets
Print name of Notary Public

(SEAL)

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following
is submitted, in compliance with said Act:

First-That ROOTS ENTERPRISES, INC. desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the articles of incorporation at City of Palm Beach
County of Palm Beach, State of Florida has named Carmen Rezende
located at 139 N. County Road, Suite 20C, Palm Beach, Florida
33480, County of Palm Beach, as its agent to accept service of
process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office."

By: 

CARMEN REZENDE
Registered Agent