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8/6/96 FLORIDA DIVISION OF CORPORATIONS :45 AM
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((H96000010950))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HADLEYROSE, INC.
FAX AUDIT NUMBER: H96000010950 CURRENT STATUS: REQUESTED
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08/07/96

46-7-96

CARCIONE & ASSOC., CPA'S
SAMUEL F. CARCIONE
2300 W. SAMPLE RD. #300
POMPANO BCH., FL 33073
(954) 975-0666

ARTICLES OF INCORPORATION

HADLEYROSE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, intends to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be HADLEYROSE, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is: MARKETING and CONSULTING.

To have and to exercise all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto, and to engage in any other lawful activities.

To conduct business in, MARKETING and CONSULTING.

ARTICLE III

The principal place of business or mailing address shall be 216 Santa Lucia Drive, West Palm Beach, Florida 33405

ARTICLE IV

The maximum number of shares of authorized capital stock of this corporation shall be One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

The capital stock shall be paid in cash or in property, at a just valuation to be fixed by the incorporators, or by the director at a meeting called for such purposes, or at the organization meeting.

Property, labor, or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the corporation. Stock and other corporations or going businesses may be purchased by the corporation, in return for the issuance of so much of the capital stock as the directors of the corporation may decide.

ARTICLE V

The term for which this corporation shall exist shall be perpetual.

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ARTICLE VI

This corporation shall have one (1) director, initially. The number of directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

The members of the Board of Directors shall be elected at an annual meeting of the stockholders of said corporation. Officers of such corporation shall be elected by Board of Directors at a meeting held immediately after the adjournment of the annual stockholders' meeting.

ARTICLE VII

The names and addresses of the Board of Directors are:

Matthew H. Haynes
216 Santa Lucia Drive
West Palm Beach, Florida 33405

ARTICLE VIII

Special provisions for the regulation of the corporation are:

Section 1. The annual meeting of the stockholders and directors of this corporation shall be fixed by the By-Laws.

Section 2. Any meeting of the stockholders or Board of Directors may be held either within or without the State of Florida.

Section 3. The officers of this corporation shall be a President, Vice President, Secretary, and a Treasurer and such other officers as the Board of Directors may deem necessary.

Section 4. The directors of the corporation are specifically authorized to accept in payment for the capital stock of the corporation either assignment or transfer of any real property, or personal property. Said discretion of the Board of Directors shall be final and upon the issuance of said stock in exchange for a conveyance of real or personal property, said stock shall thereafter be considered as fully paid and nonassessable and may not be questioned by any future stockholder or member of the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended from time to time as provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE X

The name and addresses of the officers of the corporation until the election at the first annual meeting of officers are as follows:

OFFICE

Matthew H. Haynes
216 Santa Lucia Drive
West Palm Beach, Florida 33405

President & Treasurer

ARTICLE XI

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

ARTICLE XII

The registered agent of said corporation shall be Matthew H. Haynes, 216 Santa Lucia Drive, West Palm Beach, Florida 33405

ARTICLE XIII

The name and address of the incorporator signing these Articles is:

SAMUEL F. CARCIONE
2300 W. Sample RD. Suite # 300
Pompano Beach, Florida 33073

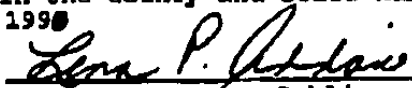

Samuel F. Carcione

STATE OF FLORIDA

COUNTY OF

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared SAMUEL F. CARCIONE, to me well known and known to me to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above, this 6 day of August 1998


Notary Public



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Hadleyrose, Inc.
2. The name and address of the registered agent and office is:

Matthew H. Haynes
216 Santa Lucia Drive
West Palm Beach, Florida 33405

x M. Haynes
Matthew H Haynes
8/6/96
Date

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FLORIDA

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