

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-1111  
904-222-1193 FAX

800-342-8086



PREMIER HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 119111 9969A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 14, 1996

ORDER TIME : 10:29 AM

ORDER NO. : 119111-005

CUSTOMER NO: 9969A

CUSTOMER: John A. Moran, Esq  
DUNLAP MORAN ROKNICH & GIBSON,  
P.A.  
Suite 700  
1819 Main Street  
Sarasota, FL 34236

000001572479--9  
-10/14/96--01017--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: ROSEBROOK DEVELOPMENT CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

FILED  
96 OCT 14 AM 7:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10-15-96  
RECEIVED  
96 OCT 14 AM 11:36  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
ROSEBROOK DEVELOPMENT CORP.

---

FILED  
96 OCT 14 AM 7:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: ROSEBROOK DEVELOPMENT CORP.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

#### ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 5973 Cattlemen Lane, Sarasota, FL 34232.

#### ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 5973 Cattlemen Lane, Sarasota, FL 34232, and the Registered Agent at such office is Richard H. Rosenberg.

#### ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Alan K. Brooks	5973 Cattlemen Lane Sarasota, FL 34232
Richard H. Rosenberg	5973 Cattlemen Lane Sarasota, FL 34232

#### ARTICLE VIII - AMENDMENT

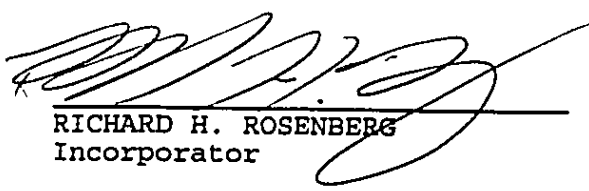
These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

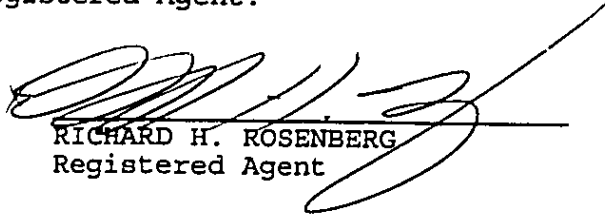
<u>Name</u>	<u>Address</u>
Richard H. Rosenberg	5973 Cattlemen Lane Sarasota, FL 34232

The undersigned has executed these Articles this 9th day of October, 1996.

  
\_\_\_\_\_  
RICHARD H. ROSENBERG  
Incorporator

Having been named as Registered Agent and to accept service of process for ROSEBROOK DEVELOPMENT CORP., at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

October 9, 1996

  
\_\_\_\_\_  
RICHARD H. ROSENBERG  
Registered Agent

JAM:rr\c\Rosebrook.A01

96 OCT 14 AM 7:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA