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PHONE: (904) 385-6735

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NAME: ROSLYN DEVELOPMENT, INC.
AUDIT NUMBER.....H96000015689
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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ARTICLES OF INCORPORATION
OF
ROSLYN DEVELOPMENT, 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 the corporation shall be: Roslyn Development, Inc.

ARTICLE II

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

ARTICLE III

The specific nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are do any and all of the things 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 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 Statutes, Chapter 607.141;
 - To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lease, 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 individual, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof;

This instrument prepared by:
Arlid Fogelock, Esq.
FL Bar No. 578376
4700-B Paradise Street
Hollywood, FL 33071
365-967-8968

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To engage in any business related to acquisition, rehabilitation and sale of real property.

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 of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for 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 by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration of the corporation;

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 pension plans, profit sharing plans, stock bonus plans, stock option plans and any other incentive plans for any and 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 or convenient to effect its purposes;

To indemnify any person who 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 Statutes, Chapter 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 \$1.00.

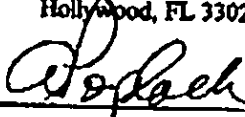
Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

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

Ariel Poplack, Esq.
4700-B Sheridan Street
Hollywood, FL 33021

By _____



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ARTICLE VI

The initial Board of Directors shall consist of a total of 1 person(s), and the name and address of the person(s) who shall serve as an initial director(s) is:

Title	Name	Address
Pres./Secy./Director	Glyn Higgenbotham	757 S.E. 17th Street, Ste. 279 Ft. Lauderdale, FL 33316

ARTICLE VII

The street address of the principal place of business is:

757 S.E. 17th Street, Ste. 279
Ft. Lauderdale, FL 33316

ARTICLE VIII

The name and address of the incorporator executing these articles of incorporation is:

Glyn Higgenbotham
757 S.E. 17th Street, Ste. 279
Ft. Lauderdale, FL 33316


IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this day of November, 1996.



Glyn Higgenbotham

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this 1 day of November, 1996 by Glyn Higgenbotham, who is personally known to me OR has produced their FLORIDA DRIVERS LICENSE as identification.


 printed name: _____
 Notary Public, State of Florida
 Commission No. _____ my commission expires:



A POPLACK
My Commission 0087014
Expires Nov. 18, 1996
Repealed by HB
899-022 1988

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

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Pursuant to Florida Statutes, Chapter 48.091, the following is submitted, in compliance with said act:

FIRST - That Roslyn Development, Inc., desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the articles of incorporation at the City of Hollywood, County of Broward, State of Florida, has named Ariel Poplack, Esq. located at 4700-B Sheridan Street, Hollywood, FL 33021, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY REGISTERED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate,

I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



A POPLACK
My Commission 00421014
Expires Nov. 16, 1998
Bonded by AHS
200-488-6678

Ariel Poplack
Ariel Poplack

This instrument prepared by:
Ariel Poplack, Esq.
FL Bar No. 378376
4700-B Sheridan Street
Hollywood, FL 33021

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