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FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: THE CLASSIC ROSE

AUDIT NUMBER.....H96000017426

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

-of-

THE CLASSIC ROSE, INC.FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. Name:

The name of the Corporation is THE CLASSIC ROSE, INC..

ARTICLE II. Duration:

The term of existence of the corporation is perpetual.

ARTICLE III. Purpose:

Dealing with antiques and collectibles.

The corporation may also transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. Capital Stock:

The aggregate number of shares which the corporation is authorized to issue is 50,000. Such shares will be of a single class and shall have a par value of \$.01 per share.

ARTICLE V. Preemptive Rights Granted:

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional share of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe or to acquire such shares, which may be issued at any time by the corporation after 10,000 shares are issued and fully paid.

Prepared by:
M. Daniel Sasso, P.A.
4223 Del Prado Boulevard
Cape Coral, Florida 33904
941-542-1355
Florida Bar #212377

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ARTICLE VI. Registered Office:

The street address of the initial registered office of the corporation is: 4635 Coronado Parkway, Suite 1, Cape Coral, Florida 33904, and the name of the initial registered agent at such address is: MARY LOU SASSO.

The principal office and the corporate headquarters shall be located at 4635 Coronado Parkway, Suite 1, Cape Coral, Florida 33904, and such principal office may change from time to time.

ARTICLE VII. Special Meetings:

Special meeting of the stockholders may be called at any time for any purpose by any officer or director of the corporation or the holders of 50% of all outstanding shares.

ARTICLE VIII.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purposes. If:

a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which approves, authorizes or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c) The Contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the stockholders.

As to (b), a majority vote of the shares is necessary, however party shares owned or controlled by the director who has an interest in the transaction set out above may not be counted under (b).

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ARTICLE IX.

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

ARTICLE X.

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws and the name and address of the initial directors of the corporation are: MARY LOU SASSO, 5370 Delano Court, Cape Coral, Florida 33904 and OPAL FRANJIC, 1717 S.E. 11th Terrace, Cape Coral, Florida 33990.

ARTICLE XI.

The name and address of each incorporator is: MARY LOU SASSO, 5370 Delano Court, Cape Coral, Florida 33904.

ARTICLE XII. Commencement of Existence:

The corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation by the Department of State.

EXECUTED by the undersigned at Cape Coral, Lee County, Florida, on the 12th day of December, 1996.

Mary Lou Sasso
MARY LOU SASSO

STATE OF FLORIDA
COUNTY OF LEE

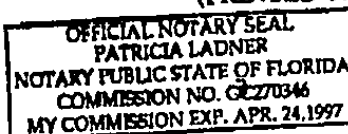
BEFORE ME, the undersigned authority, personally appeared MARY LOU SASSO, the person described in and who executed the foregoing Articles of Incorporation, (who is personally known by me) or (who produced identification of drivers license issued by Florida, passport issued by , identification card issued by) and acknowledged the execution thereof to be their free act and deed.

WITNESS my hand and official seal, this 12th day of December, 1996.

Patricia Ladner
NOTARY PUBLIC, STATE OF FLORIDA
PATRICIA LADNER
(PRINTED NAME OF NOTARY)

My commission expires:

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To: The Department of State
Tallahassee, Florida 32304

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

FILED
DEC 12 PM 2:33
TALLAHASSEE, FLORIDA

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

THE CLASSIC ROSE, INC., with
its place of business at 4635 Coronado Parkway, Suite 1.
City of Cape Coral,
Florida, has named MARY LOU SASSO,
located at 4635 Coronado Parkway, Suite 1,
City of Cape Coral,
State of Florida, as its agent to accept service of process within
Florida.

Dated December 11, 1996.

Mary Lou Sasso
MARY LOU SASSO, Sec/Treas. (Title)

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 of the Florida General Corporation Act.

Dated December 11, 1996.

Mary Lou Sasso
MARY LOU SASSO

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