

P97000005827



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 227400 90699A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 20, 1997

ORDER TIME : 9:41 AM

ORDER NO. : 227400-005

CUSTOMER NO: 90699A

CUSTOMER: Scott R. Rost, Esq
DORAN WALTERS ROST SELTER &
WOLFE
P. O. Box 15110

Daytona Beach, FL 32115

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-01/21/97--01003--020
****122.50 ****122.50

DOMESTIC FILING

NAME: E. ROSES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 JAN 21 AM 7:56
RECEIVED
97 JAN 21 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA DIVISION OF CORPORATION

KL
1-22-97

**ARTICLES OF INCORPORATION
OF
E. ROSES, INC.**

FILED
97 JAN 21 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be E. Roses, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of common capital stock at a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Articles Of Incorporation Of E. Roses, Inc.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be One. The number of directors may be increased or decreased from time to time, as provided in this

Articles Of Incorporation Of E. Roses, Inc.

corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors is: Glen Rose, 1645 Dunlawton Ave., #1124, Port Orange, Florida 32127.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Scott R. Rost.

ARTICLE X. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 20 South U.S. 17-92, DeBary, Florida 32713.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Scott R. Rost, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be

Articles Of Incorporation Of E. Roses, Inc.

subject to this reservation.

ARTICLE XIII. MAILING ADDRESS

The mailing address of the Corporation is: 20 South U.S. 17-92, DeBary, Florida 32713.



Scott R. Rost - Incorporator

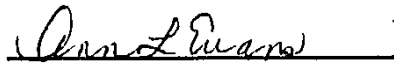
I hereby accept my designation as registered agent and agree to serve as the registered agent of E. Roses, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for E. Roses, Inc.



Scott R. Rost - Registered Agent

State Of Florida
County Of Volusia

On Jan. 17, 1997, Scott R. Rost, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of E. Roses, Inc.


Notary Public
my commission expires: _____

(SEAL)



ANN L. EVANS
My Commission CC331179
Expires Nov. 17, 1997
Bonded by HAI
800-422-1555

FILED
97 JAN 21 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Incorporation Of E. Roses, Inc.