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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: ROSAUTO, INC.

AUDIT NUMBER.....H97000001812

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

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H97000001812 ARTICLES OF INCORPORATION

OF

ROSAUTO, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is ROSAUTO, INC.

ARTICLE II

DURATION OF CORPORATION

The duration of this corporation is perpetual, commencing on the date these articles are filed by the Secretary of State.

ARTICLE III

PURPOSE OF CORPORATION

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by:
William J. Sullivan, III, Esq.
Florida Bar No. 210686
1820 Cross Street, Sarasota, Florida 34236
Telephone: 941-551-1234

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ARTICLE V**INCORPORATOR**

The name and address of the person signing these articles of incorporation is:
WILLIAM J. FULLER, III, of 1530 Cross Street, Sarasota, Florida 34236.

ARTICLE VI**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1530 Cross Street, Sarasota, Florida 34236, and the name of its initial registered agent at the address is WILLIAM J. FULLER, III.

ARTICLE VII**INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

ARTICLE VIII**INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES**

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or complete action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, or employee of the corporation against expenses, including attorney's fees, judgments, fines, and amounts paid in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest

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of the corporation. With respect to any criminal action or proceeding, indemnification shall be made only if the director, officer or employee had no reasonable cause to believe his or her conduct was unlawful.

In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct.

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the issued and outstanding common shares.

ARTICLE X

POWER TO CHANGE BYLAWS

The power to make, alter, amend, and repeal the bylaws of the corporation shall be reserved to the shareholders of the corporation.

ARTICLE XI

MAILING ADDRESS OF CORPORATION

The mailing address of the corporation and of its principal office is: 1530 Cross Street, Sarasota, Florida 34236.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these articles
of incorporation this January 30, 1997.


WILLIAM J. FULLER, III

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this January 30, 1997,
by WILLIAM J. FULLER, III, who is personally known to me.


NOTARY PUBLIC  PATRICIA LYNN HENSHAW
MY COMMISSION & CREDENTIALS EXPIRES
JUNE 12, 1998
BONDED THROUGH TRAVELERS INSURANCE, INC.

CONSENT TO BE REGISTERED AGENT

Following is the name and address of the initial registered agent of the
corporation ROSAUTO, INC., who hereby consents to said designation:

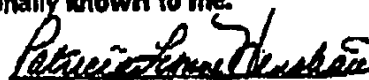
WILLIAM J. FULLER, III
1530 Cross Street
Sarasota, Florida 34236



WILLIAM J. FULLER, III

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STATE OF FLORIDA
COUNTY OF SARASOTA

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NOTARY PUBLIC

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