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ATTORNEYS AT LAW

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February 11, 1997

File No. 10068.0001

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

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-02/12/97--01114--011
***122.50 ***122.50

Re: Rose Acquisition, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent and Registered Office for Rose Acquisition, Inc., and a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

1. Certificate of Incorporation filing fee	\$35.00
2. Certified copy of the Certificate of Incorporation	52.50
3. Registered Agent's fee	<u>35.00</u>
Total	<u>\$122.50</u>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 12 AM 9:46

After filing, please return the certified copy of the Articles of Incorporation to us in the enclosed addressed stamped return envelope as soon as possible.

7777 Glades Road
Boys Rison, Florida 33434
(861) 453-7000
Telecopy (861) 453-7321

First Florida Bank Tower
815 South Monroe Street
Tallahassee, Florida 32301
(904) 681-0810
Telecopy (904) 681-0782

380 North Orange Avenue
Orlando, Florida 32801
(407) 839-4200
Telecopy (407) 425-8377

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-9400
Telecopy (305) 373-9443

100 North Tampa
Suite 5500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3030

The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(561) 832-3300
Telecopy (561) 858-1108

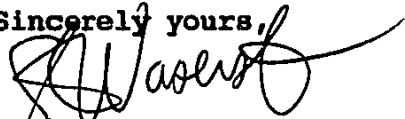
600 East Ocean Blvd.
Suite 120
Stuart, Florida 34904
(888) 253-3000
Telecopy (407) 861-9028

8/2/17/97

Secretary of State
Division of Corporations
February 11, 1997
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If you have any questions or comments, please do not hesitate to contact us.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Steve L. Wasserstein", written over the typed name.

STEVE L. WASERSTEIN
For the Firm

SLW/mae

Enc.

cc: Michael J. Fischer

BROAD and CASSEL

EFFECTIVE DATE

2/11/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 12 AM 9:46

**ARTICLES OF INCORPORATION
OF
ROSE ACQUISITION, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be **ROSE ACQUISITION, INC.**

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at one time are one million (1,000,000) shares of common stock with \$.001 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 920 Bayberry Point Drive, Plantation, Florida 33324.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Martin R. Press, P.A.
Broad and Cassel
500 E. Broward Blvd., Suite 1130
Fort Lauderdale, Florida 33394

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Steve L. Waserstein, Esq.
Broad and Cassel
500 E. Broward Blvd., Suite 1130
Fort Lauderdale, FL 33394

ARTICLE VIII

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

ARTICLE IX

EFFECTIVE DATE

The effective date of this corporation's existence is February 11, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of February, 1997.

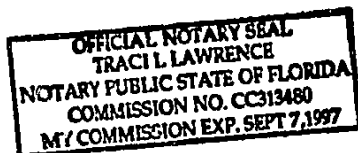


STEVE L. WASERSTEIN, ESQ.,
INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 11 day of February, 1997, by Steve L. Wasserstein, Esq., who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



SIGNATURE OF NOTARY

Traci L. Lawrence

PRINTED NAME OF NOTARY

9/7/97


COMMISSION EXPIRES

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: ROSE ACQUISITION, INC.
2. The name and address of the registered agent and office is:

Martin R. Press, P.A.
Broad and Cassel
500 E. Broward Blvd., Suite 1130
Fort Lauderdale, Florida 33394



STEVE L. WASERSTEIN, ESQ.,
INCORPORATOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 12 AM 9:46

Dated this 11th day of February, 1997.

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 MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.



MARTIN R. PRESS, P.A.

Dated this 11th day of February, 1997.