

P97000034316



ACCOUNT NO. : 072100000032
REFERENCE : 325882 7127280
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
APR 11 1997
POMPA
POMPA
FLORIDA

ORDER DATE : April 10, 1997
ORDER TIME : 9:22 AM
ORDER NO. : 325882-005
CUSTOMER NO: 7127280

200002138302-1
04/10/97-0103-017
****122.50 ****122.50

CUSTOMER: Ms. Jennifer Ross
GLOBAL TOURING, INC.

Suite 204w
1150 S.w. 10th Avenue
Pompano Beach, FL 33069

DOMESTIC FILING

ownership

NAME: ROSS ~~HOLDINGS~~, 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: _____

RECORDED
97 APR 19 AM 10:31
SECRETARY OF CORPORATION

*0068,
52572*

W978367

84 APR 16 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 10, 1997

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: ROSS HOLDINGS, INC
Ref. Number: W97000008367

Ownership, Inc

We have received your document for ROSS HOLDINGS, INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 797A00018096

RECEIVED
97 APR 16 AM 11:43

CERTIFICATE OF INCORPORATION

OF

ROSS OWNERSHIP, INC.

FILED

971.216 PM 1:46

TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do, by this certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is: ROSS OWNERSHIP, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(A) To engage in buying, holding or selling of real estate.

(2)

(b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this Corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

(c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management

(3)

the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

(d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

(e) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boatlines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction.

(f) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency,

(4)

(g) To own, conduct, operate and maintain a store or stores or distribution centers; warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

(h) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to invest money in real estate for itself or for other parties; to build, furnish, equip, construct and repair buildings and to carry on the general contracting and construction business; to have all the powers conferred upon such corporation to carry on any business in connection with and incident to the foregoing under the laws of the State of Florida or any other State.

(i) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into

Five hundred (500) shares of stock
of the par value of One dollar (\$1.00) per share, all of one
class, namely, Common Stock, and having an aggregate par value of
Five hundred (\$500.00). All said
stock shall be payable in cash, property, labor or services at a

date to be fixed by the Board of Directors at a meeting

(5)

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than five hundred dollars (\$500.00).

ARTICLE V

The principal place of business of the Corporation shall be at 1150 SW 10TH AVE #204W POMPANO BEACH FLA 33069 , Florida, with the privilege of having branch offices within and without the State of Florida. The registered agent office address shall be the same, and the registered agent name is Jennifer Ross.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

JENNIFER ROSS (DIRECTOR)
4601 NW 9TH AVENUE
POMPANO BEACH FL 33064

ROBERT H. VANDERKAY (DIRECTOR)
3426 LAKEVIEW BLVD
DELRAY BEACH FL 33445

VIRGINA JONES (DIRECTOR)
305 N POMPANO BEACH BLVD #207
POMPANO BEACH FL 33062

ARTICLE VIII

The number of directors of the Corporation shall be not less than three (3) nor more than fifteen (15).

ARTICLE IX

The names and post office addresses of the President, Secretary, and Treasurer, who shall hold office until their successors are elected or appointed or have qualified are:

JENNIFER ROSS (PRESIDENT)
4601 NW 9TH AVENUE
POMPANO BEACH FL 33064

ROBERT H. VANDERKAY (VICE PRESIDENT)
3426 LAKEVIEW BLVD
DELRAY BEACH FL 33445

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Ross Ownership Inc

2. The name and address of the registered agent and office is:

Jennifer Ross
(Name)
1150 S.W. 10th Ave
(P.O. Box NOT acceptable)
Pompano Beach FL 33069
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE Jennifer Ross
DATE April 15, 1997

TALLAHASSEE, FLORIDA
APR 15 1997
11:15 AM
FBI

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314