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February 17, 1997

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VIA SECRETARY OF STATE

Florida Secretary of State
409 East Gaines
Tallahassee, FL 32399

Re: *Wanted* Roca Corp.

Dear Sir/Madam:

Enclosed please find for filing the Articles of Incorporation of Roca Corp., together with a check for the required filing fee of \$122.50. Upon filing of the enclosed Articles, please forward to us a certified copy.

If you have any questions please feel free contact me.

Sincerely,

Amy W. Recchio
Amy W. Recchio
Legal Assistant

AWR/alg
Enclosures

zff. Lente 2/21.

W97-4238

944 APR 17 1997

FILED
97 FEB 18 AM 10:10
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 21, 1997

SHUMAKER LOOP & KENDRICK
P.O. BOX 172609
TAMPA, FL 33672-9922

SUBJECT: ROCA CORP.
Ref. Number: W97000004238

We have received your document for ROCA CORP. 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 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: 397A00009328

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April 15, 1997

**Florida Secretary of State
409 East Gaines
Tallahassee, FL 32399**

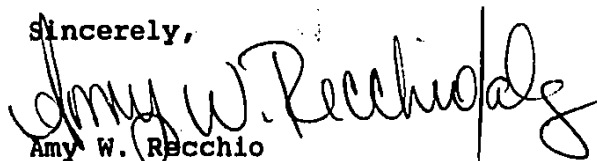
Re: ROCA International, Inc.

Dear Sir/Madam:

**Enclosed please find for filing the Articles of Incorporation
of ROCA International, Inc.. Upon filing of the enclosed Articles,
please forward to us a file-stamped copy.**

If you have any questions please feel free contact me.

Sincerely,


**Amy W. Recchio
Legal Assistant**

**AWR/alg
Enclosures**

FILED
97 APR 17 AM 11:30
SECRET
TALLAHASSEE FLORIDA

EFFECTIVE DATE
2/21/97

**ARTICLES OF INCORPORATION OF
ROCA INTERNATIONAL, INC.**

FILED
97 FEB 18 AM 10:48
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **ROCA INTERNATIONAL, INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 7715 Westmoreland Drive, Sarasota, Florida 34243, and the mailing address of the Corporation is 7715 Westmoreland Drive, Sarasota, Florida 34243.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida. The effective date of incorporation shall be February 21, 1997.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.01 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Address

Steven G. Schember

101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one (1) director to hold office until the first annual meeting of shareholders and until his successor has been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

<u>Name</u>	<u>Address</u>
Hans Rosmer	7715 Westmoreland Drive Sarasota, Florida 34243

ARTICLE VII
INCORPORATOR

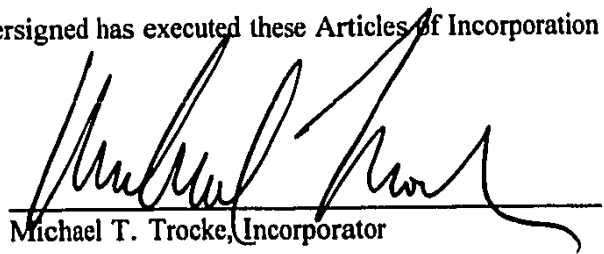
The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Michael T. Trocke	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day of February, 1997.



Michael T. Trocke, Incorporator

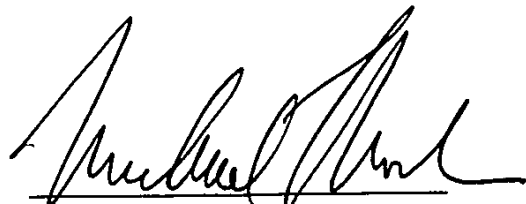
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 ROCA International, Inc.
2. The name and address of the registered agent and office is:

Steven G. Schember
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

SIGNATURE:
TITLE:


Incorporator

DATE:

February 14, 1997

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


Steven G. Schember

DATE:

February __, 1997