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FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: ROSEWOOD CORPORATION

AUDIT NUMBER.....H97000008358

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

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

May 21, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ROSEWOOD CORPORATION  
REF: W97000011861

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Brenda Baker  
Corporate Specialist

FAX Aud. #: B97000008358  
Letter Number: 897A00027387

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ARTICLES OF INCORPORATION  
OF  
ROSEGLEN CORPORATION

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 ROSEGLEN CORPORATION.

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. Fuller, III, Esq.  
Florida Bar No. 210618  
1530 Cross Street, Sarasota, Florida 34236  
Telephone: 941-951-1234 Fax: 941-952-1530

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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 two directors 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

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believed to be in or not opposed to the best interest 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: 110 Whispering Oaks Court, Sarasota, Florida 34232.

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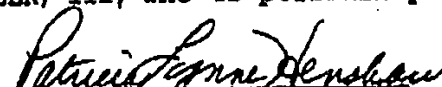
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IN WITNESS WHEREOF, the undersigned incorporator has  
executed these articles of incorporation this May 22, 1997.

  
WILLIAM J. FULLER, III

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this May  
22, 1997, by WILLIAM J. FULLER, III, who is personally known to  
me.

  
NOTARY PUBLIC



PATRICIA LYNN HENSHAW  
MY COMMISSION # 00072513 EXPIRES  
June 13, 1998  
BONDED THRU TROY FARM INSURANCE, INC.

CONSENT TO BE REGISTERED AGENT


Following is the name and address of the initial registered  
agent of the corporation ROSEGLLEN CORPORATION, who hereby  
consents to said designation:

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

  
WILLIAM J. FULLER, III

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this May  
22, 1997, by WILLIAM J. FULLER, III, who is personally known to  
me.

  
NOTARY PUBLIC



PATRICIA LYNN HENSHAW  
MY COMMISSION # 00072513 EXPIRES  
June 13, 1998  
BONDED THRU TROY FARM INSURANCE, INC.

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