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*ALSO ADMITTED IN MICHIGAN

**ALSO ADMITTED IN SOUTH CAROLINA

***ALSO ADMITTED IN NEW YORK

^ALSO ADMITTED IN DISTRICT OF COLUMBIA

PALM BEACH OFFICE

ISLAND NATIONAL BANK BLDG., SUITE 203

180 ROYAL PALM WAY

PALM BEACH, FLORIDA 33480

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PLEASE REPLY TO:

June 9, 1997

Palm Beach

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/10/97--01063--006
*****78.75 *****78.75

RE: ROCK III, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$ 35.00
Certificate of Status	8.75
Registered Agent Designation	35.00
	<hr/>
	\$ 78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,


Sandra K. Parker
Legal Assistant

/skp
Enclosures

FILED
97 JUN 10 AM 11:23
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

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me 6/11/97

**ARTICLES OF INCORPORATION
OF
ROCK III CORPORATION**

FILED
97 JUN 10 AM 11: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator **RICHARD D. GROW, ESQUIRE** for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be:

ROCK III CORPORATION

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**44 Coconut Way
Palm Beach, Florida 33480**

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of stock that the Corporation shall be authorized to have outstanding at any one time is 10,000 shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE IV
INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent is:

**RICHARD D. GROW, ESQUIRE
AVIS & AVIS, P.A.
180 Royal Palm Way, Suite 203
Palm Beach, Florida 33480**

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

**RICHARD D. GROW, ESQUIRE
AVIS & AVIS, P.A.
180 Royal Palm Way, Suite 203
Palm Beach, Florida 33480**

**ARTICLE VI
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

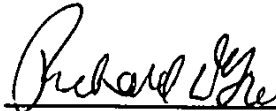
The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

**PETER ROCK
44 Cocoanut Way
Palm Beach, FL 33480**

**ARTICLE VII
NATURE OF BUSINESS**

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Palm Beach, Florida, for the uses and purposes aforesaid, on this 9th day of June, 1997.



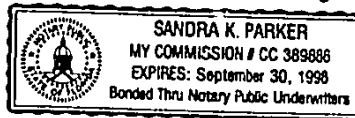
Richard D. Grow, Esquire
Incorporator

STATE OF FLORIDA)
)
PALM BEACH COUNTY) SS.

BEFORE ME personally appeared **RICHARD D. GROW, ESQUIRE**, to me well known to be the person described and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Palm Beach, Florida, this 9th day of June, 1997.

Sandra K. Parker
Notary Public, State of Florida at Large



FILED

97 JUN 10 AM 11: 23

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

ROCK III CORPORATION

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

**RICHARD D. GROW, ESQUIRE
AVIS & AVIS, P.A.
180 Royal Palm Way, Suite 203
Palm Beach, Florida 33480**

Having been named as Registered Agent 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: _____

NAME/TITLE: Richard D. Grow, Attorney at Law

DATE: June 9, 1997