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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
97 JUL 10 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: JANICE ROSE, INC.
(Proposed corporate name - must include suffix)

600002234856--3
-07/10/97--01042--018
****122.50 ****122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: JANICE ROSE
Name (printed or typed)

1451 WEST CYPRESS CREEK ROAD SUITE 300
Address

FORT LAUDERDALE, FL. 33309
City, State & Zip

(954) 928-2800
Daytime Telephone number

~~P. O. BOX 6327~~ JUL 10 1997

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

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ARTICLE I NAME

The name of the corporation shall be:

JANICE ROSE INC.

ARTICLE II PRINCIPAL OFFICE

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

1451 WEST CYPRESS CREEK ROAD SUITE 300
FORT LAUDERDALE, FLORIDA 33309

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 SHARES AT NO PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JANICE ROSE
1451 WEST CYPRESS CREEK ROAD SUITE 300
FORT LAUDERDALE, FLORIDA 33309

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JANICE ROSE

1451 WEST CYPRESS CREEK ROAD SUITE 300
FORT LAUDERDALE, FLORIDA 33309

GLENROY ROSE

1451 WEST CYPRESS CREEK ROAD SUITE 300
FORT LAUDERDALE, FLORIDA 33309

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

2ND day of JULY, 19 97.

D. Rose,

Signature

E. Rose

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**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: JANICE ROSE, INC.

1451 WEST CYPRESS CREEK ROAD SUITE 300

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

JANICE ROSE

(NAME)

1451 WEST CYPRESS CREEK ROAD SUITE 300

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

FORT LAUDERDALE, FLORIDA 33309

(CITY/STATE/ZIP)

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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.

J. Rose

(SIGNATURE)

2nd July 97.

(DATE)