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July 9, 1997

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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-07/14/97-01067--008
****131.25 ****131.25

Re: Formation of Rosen Partner Ventures, Inc.

Dear Sir or Madam:

I would like to form the following corporation under Florida law:

-- Rosen Partner Ventures, Inc.

Enclosed please find the original and one copy of the Articles of Incorporation to be filed.

Please send me a certified copy of the Articles of Incorporation and a Certificate of Good Standing. I have enclosed a check in the amount of \$131.25 made payable to "Division of Corporations".

My return address is:

Michael K. Northrop
c/o Rosen Associates
215 S.W. LeJeune Road
Miami, Florida 33134-1799
(305) 446-5663

Thank you very much.

Sincerely,

Michael K. Northrop, Esquire

Enclosures

FILED
97 JUL 14 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/15/97

**ARTICLES OF INCORPORATION
OF
ROSEN PARTNER VENTURES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this Corporation shall be Rosen Partner Ventures, Inc.

ARTICLE II

Duration

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

Purpose and Powers

This Corporation is being formed for the purpose of transacting any or all business activities permitted to be transacted by Florida corporations by the laws of the State of Florida. This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue one hundred (100) shares of common voting stock with a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V

Principal Office: Initial Registered Office and Agent

The street address of the initial principal office and registered office of this Corporation is: 215 S.W. LeJeune Road, Miami, Florida, 33134-1799, and the name of the initial registered agent of this Corporation at that address is: Michael K. Northrop, Esquire.

ARTICLE VI

Initial Board of Directors

This Corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

NORMAN S. ROSEN
215 S.W. LeJeune Road
Miami, Florida 33134

CLIFFORD D. ROSEN
215 S.W. LeJeune Road
Miami, Florida 33134

ARTICLE VII

Amendments to Articles of Incorporation and Bylaws

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles is:

Michael K. Northrop, Esquire
215 S.W. LeJeune Road
Miami, Florida 33134-1799

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 9th day of July, 1997.


MICHAEL K. NORTHROP, Subscriber

STATE OF FLORIDA §
 §
COUNTY OF DADE §

BEFORE ME, personally appeared MICHAEL K. NORTHROP, ESQUIRE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 9th day of July, 1997.

José M. Amador
Notary Public, State of Florida

Juan M. Amador
Type/Print/or Stamp Name of Notary

My Commission Expires:



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Michael K. Northrop, hereby accepts appointment as the Resident Agent for Rosen Partner Ventures, Inc., and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 9th day of July, 1997

Michael K. Northrop
Michael K. Northrop

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