

P97000083933

DATE 9-26-97

SECRETARY OF STATE
CORPORATE DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

RE: Rose Depot, INC.

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER WITH
A COPY OF SAID ARTICLES FOR Rose Depot, Inc.
NAME OF CORPORATION

Also 2 copies of Registered Agent Designation

OUR CHECK IN THE AMOUNT OF \$122.50 INCLUDES THE FOLLOWING:

FILING FEE
CHARTER TAX
REGISTERED AGENT
CERTIFIED COPY

000002304940--6
-09/26/97--01083--009
****122.50 ****122.50

TOTAL \$122.50

RESPECTFULLY SUBMITTED,

Howard Mack

INDIVIDUAL'S NAME
Howard Mack

Rose Depot, Inc.
NAME OF CORPORATION

FILED
97 SEP 26 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nadeau SEP 29 1997

FILED
97 SEP 26 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
- OF -

Rose Depot, Inc.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the Provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this Corporation shall be: *Rose Depot, Inc.*

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

1733 SW 13th Street, Ft. Lauderdale, FL

33312

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five.

ARTICLE VIII

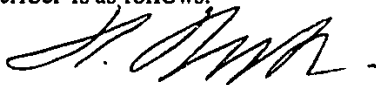
The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

Howard Mack
DeCoursey W. Orrick

2815 Taylor St., Hollywood FL
1733 SW 13th Street 33020
Ft. Lauderdale, FL 33312

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:


SIGNATURE OF INCORPORATOR

2815 Taylor Street
Hollywood, FL 33020
ADDRESS


SIGNATURE

1733 SW 13th Street
ADDRESS
Ft. Lauderdale, FL 33312

ARTICLE X

The corporate existence of this corporation shall begin on the date on the Articles of Incorporation that are filed on record with the State.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.325 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT Rose Depot, Inc.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 1733 SW 13th Street, Ft. Lauderdale,
Address, City FL 33312

HAS NAMED DeCoursey W. Orrick III
Name of Registered Agent

LOCATED AT 1733 SW 13th Street
(Must be street address and number of bldg.)

CITY OF Ft. Lauderdale, STATE OF FL., AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FL.

SIGNATURE [Signature]
Corporate Officer

TITLE President

DATE 9-24-97

Having been named to accept service of process for the above state corporation, at the place designated in this certificates, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Fl. Statutes.

SIGNATURE [Signature]
Registered Agent

DATE 9-24-97

Bureau of Corporate Records, P.O. Box 6327, Tallahassee, Florida 32304

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA