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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: ADORNO & ZEDEL, P.A.  
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NAME: ROSIES SOUTH BEACH, INC.

AUDIT NUMBER. ....H97000017772

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

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION  
OF  
ROSIES SOUTH BEACH, INC.**

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The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be Rosies South Beach, Inc. (the "Corporation").

**ARTICLE II**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV**

The maximum number of shares which the Corporation shall have authority to issue shall be 1,000 shares of Common Stock with a par value of \$0.01 per share.

Briza K. Goodhead, Esq.  
Florida Bar Number 347795  
Adams & Zeller, P.A.  
2601 South Bayshore Drive  
Suite 1600  
Miami, Florida 33133

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**ARTICLE V**

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The initial registered agent and street address of the initial registered office of the Corporation shall be:

A Z Registered Agent Corporation  
2601 S. Bayshore Drive  
Suite 1600  
Miami, Florida 33133

**ARTICLE VI**

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Benjamin John Barton  
45 Alhambra Plaza  
Coral Gables, Florida 33134

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

**ARTICLE VII**

The name and address of the Incorporator of the Corporation is:

Brian K. Goodkind, Esq.  
2601 S. Bayshore Drive  
Suite 1600  
Miami, Florida 33133

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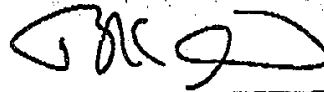
**ARTICLE VII**

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The principal business and mailing address of the Corporation shall be:

45 Alhambra Plaza  
Coral Gables, Florida 33134

Executed at Miami, Florida this 21st day of October, 1997.



Brian K. Goodkind, Esq.,  
Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

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Having been appointed the Registered Agent of Rosies South Beach, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 21st day of October, 1997.

A Z REGISTERED AGENT CORPORATION,  
Registered Agent

By:   
Brian K. Goodkind, President

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