

P98000020649



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 727963 7146199

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 4, 1998

ORDER TIME : 10:19 AM

ORDER NO. : 727963-005

CUSTOMER NO: 7146199

CUSTOMER: Gayle S. Graziano, Esq
GAYLE S. GRAZIANO, ATTORNEY AT
LAW
Suite 710
149-p South Ridgewood Avenue
Daytona Beach, FL 32114

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR-4 PM 1:14

DOMESTIC FILING

NAME: ROSEHILL PRODUCTIONS, INC.

EFFECTIVE DATE:

200002446712--6
-03/04/98--01049--013
*****70.00 *****70.00

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED
98 MAR-4 AM 9:27
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF**

ROSEHILL PRODUCTIONS, INC.

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The undersigned incorporator 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:

ROSEHILL PRODUCTIONS, INC.

ARTICLE II - PRINCIPAL OFFICE

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

313 Dirksen Drive
DeBary, Florida 32713

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is One Hundred (100) shares, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Gayle S. Graziano, Esquire
149-P South Ridgewood Avenue
Suite 710
Daytona Beach, Florida 32114

ARTICLE V - MANAGEMENT


The business of the Corporation shall be managed by its shareholders.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is:

Michelle O'Donnell
96 Rosehill Crescent Ct.
DeBary, Florida 32713

IN WITNESS WHEREOF, I have hereunto subscribed my name this 20th day of
February, 1998.



Michelle O'Donnell, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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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:

ROSEHILL PRODUCTIONS, INC.

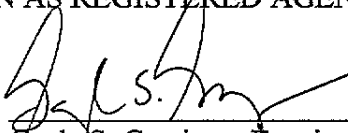
2. The name and address of the registered agent and office is:

Gayle S. Graziano, Esquire
149-P South Ridgewood Avenue
Suite 710
Daytona Beach, Florida 32114


Michelle O'Donnell, Incorporator

Date: 20 Feb 98

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.


Gayle S. Graziano, Esquire

Date: 2-20-98