

uesday, March 7, 2000

Division of Corporations

P98000044365

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

ROSELLO AMERICA, INC.

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AMEND
3-8--

MARCH 7, 2000

ROSELLO AMERICA, INC.
686 JENSEN BEACH BLVD.
JENSEN BEACH, FL 34957

SUBJECT: ROSELLO AMERICA, INC.
REF: P98000044365

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER,
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KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H00000010342
LETTER NUMBER: 900A00012612



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 5, 2000

ROSELLO AMERICA, INC.
686 JENSEN BEACH BLVD.
JENSEN BEACH, FL 34957SUBJECT: ROSELLO AMERICA, INC.
REF: P98000044365

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE FAX COVER SHEET SUBMITTED WITH YOUR DOCUMENT REFLECTS THE INCORRECT CORPORATE NAME. THE COVERSHEET MUST REFLECT THE CORRECT CORPORATE NAME. PLEASE GENERATE A NEW FAX AUDIT COVER SHEET UNDER THE CORRECT CORPORATION NAME. WHEN RESUBMITTING YOUR DOCUMENT FOR FILING, PLEASE ALSO SEND A COPY OF THE INCORRECT COVER SHEET MARKED "ABANDONED".

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Please return your document, along with a copy of this letter, within 50 days or your filing will be considered abandoned.

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Darlene Connell
Corporate SpecialistFAX Aud. #: H00000009366
Letter Number: 200A00012269

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ROSELLO AMERICA, INC

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE I. NAME

The name of this corporation is:

ROSELLO AMERICA, INC

ARTICLES II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is:

Importation and distribution of fine furniture for the hospitality industry.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is SEVEN THOUSAND (7,000) shares of common stock having a nominal of \$1.00 par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which the corporation will begin business is: SEVEN THOUSAND FIVE HUNDRED (\$7,500.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The post office address of this corporation in the state of Florida is:

686 NE Jensen Beach Blvd., Jensen Beach, FL 34957

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one Director initially.

The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. DIRECTORS AND OFFICERS

The name and post office addresses of the members of the first Board of Directors and first officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Floreal Rosello	686 NE Jensen Beach Blvd., Jensen Beach, FL 34957	C/P/D
Sophie Carneyt	3405 SW Sunset Trace Circle, Palm City, FL 34990	T/S

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Floreal Rosello	686 NE Jensen Beach Blvd., Jensen Beach, FL 34957
Sophie Canneyt	3405 SW Sunset Trace Circle, Palm City, FL 34990

ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the corporation shall be 941 4th Street, #200, Miami Beach, FL 33139, and the name of the registered agent of the corporation at that address is Corporate Creations Enterprises, Inc.


ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders' Meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the amendments were adopted by the Board of Directors and approved at stockholders' Meeting, and the undersigned Chairman of the Board /Director /President has executed these Amendment to Articles of Incorporation this 21st day of March, 2000.


Floreal Rosello
Chairman of the Board /Director /President

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**


CORPORATION:

Rosello America, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS ENTERPRISES INC.
Todd A. Hardy, Vice President

Date: March 3, 2000

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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