

P98000049196



ACCOUNT NO. : 072100000032

REFERENCE : 840232 7131881

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 2, 1998

ORDER TIME : 11:13 AM

ORDER NO. : 840232-005

CUSTOMER NO: 7131881

CUSTOMER: Roger L. Shaffer, Jr., Esq
SHAFFER & SHAFFER

2201 Corporate Boulevard N.w.
Suite 105
Boca Raton, FL 33431

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-06/02/98--01072--018
*****70.00 *****70.00

DOMESTIC FILING

NAME: RICHARD ROSE & COMPANY, INC.

EFFECTIVE DATE:

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:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -2 PM 2:15

RECEIVED
98 JUN -2 PM 12:07
DIVISION OF CORPORATIONS
[Signature]

ARTICLES OF INCORPORATION
OF
RICHARD ROSE & COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -2 PM 2: 15

ARTICLE I: NAME

The name of this corporation is **RICHARD ROSE & COMPANY, INC.** The mailing address of the corporation is 1172 South Dixie Highway, Coral Gables, Florida 33146.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$.01) par value common stock which shall be designated "Common Shares."

ARTICLE V: PRE-EMPTIVE RIGHTS

Every share holder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2201 Corporate Boulevard, N.W., Suite 105, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is Roger L. Shaffer, Jr.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

Richard Rose
1172 South Dixie Highway
Coral Gables, FL 33146

ARTICLE VIII: INCORPORATOR

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

Roger L. Shaffer, Jr.
2201 Corporate Boulevard, Suite 105
Boca Raton, FL 33431


ARTICLE IX: INDEMNIFICATION

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

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned subscriber has executed these Articles of Incorporation this 29th day of May, 1998.



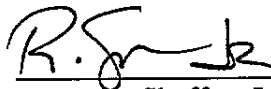
Roger L. Shaffer, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -2 PM 2:15

REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

That **RICHARD ROSE & COMPANY, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Coral Gables, State of Florida, has named Roger L. Shaffer, Jr., 2201 Corporate Boulevard, N.W., Suite 105, Boca Raton, Florida 33431 as its agent to accept service of process within the State of Florida.



Roger L. Shaffer, Jr.
Incorporator

Dated: 5/29/98

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar and accept the obligations of registered agent.



Roger L. Shaffer, Jr.
Registered Agent

Dated: 5/29/98