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ACCOUNT NO. : 072100000032

REFERENCE : 945786 9435A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : August 31, 1998

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ORDER TIME : 10:46 AM

ORDER NO. : 945786-005

CUSTOMER NO: 9435A

CUSTOMER: Rodney L. Russell, Esq  
RUSSELL LAW OFFICES P.A.

537 N. Magnolia Avenue

Orlando, FL 32802

DOMESTIC FILING

NAME: ROSE HILL VENTURE CORP.

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: Brenda Phillips

EXAMINER'S INITIALS:

g 9/1/98

RECEIVED  
98 AUG 31 PM 1:23  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 31 AM 8:42

ARTICLES OF INCORPORATION  
OF  
ROSE HILL VENTURE CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 31 AM 8:42

The undersigned, desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

FIRST: The name of the corporation is: ROSE HILL VENTURE CORP.

SECOND: The corporate existence of the corporation shall commence upon the filing of these articles by the Department of State and the duration of the corporation is perpetual.

THIRD: The purpose for which this corporation has been formed is to engage in any or all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes.

FOURTH: There shall be a Board of Directors of the corporation consisting of one member, and all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be controlled by the Board of Directors. The number of members of the Board of Directors may be changed from time to time, as provided in the by-laws.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

SIXTH: The street address of the corporation's principal office and registered office is 735 North Thornton Avenue, Orlando, Florida 32803, and the name of the corporation's registered agent at that address is Sunia Piermont.

SEVENTH: The name and address of the corporation's sole incorporator is Sunia Piermont, 735 North Thornton Avenue, Orlando, Florida 32803.

IN WITNESS WHEREOF, these articles have been signed by the undersigned this 28 day of August, 1998.

  
SUNIA PIERMONT  
Incorporator

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98 AUG 31 AM 8:42

ACCEPTANCE

The undersigned, having been named as Registered Agent for ROSE HILL CORP. hereby accepts said designation and agrees to act in said capacity at the place indicated in the Articles of Incorporation, viz. 735 North Thornton Avenue, Orlando, Florida 32803. The undersigned further agrees to comply with the provisions of all statutes relative to the proper complete performance of her duties.

Dated this 28 day of August, 1998.

  
SUNIA PIERMONT  
Registered Agent

C/RoseHill, Inc.