

P98020080557

LEON P. WILDE, CPA, INC.  
3452 W. Boynton Beach Blvd., St. 10  
Boynton Beach, FL. 33436  
Tele # (561) 732-8822

August 28, 1998

Secretary of State  
Corporation Records Bureau  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314  
(850) 488-9000

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-08/31/98--01059--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Secretary of State:

Enclosed is the original and a copy of the articles of incorporation for:

Rose Cafe, Inc.  
~~Rosebud II, Inc.~~

Please use September 1, 1998 as the date of incorporation. Enclosed is a check in the amount of Seventy dollars (\$70) to cover the incorporation fees of said corporation.

If there are any questions regarding this corporation please do not hesitate to contact me at (561) 732-8822.

Sincerely,

Leon P. Wilde  
Leon P. Wilde, CPA

EFFECTIVE DATE

9-1-98

FILED  
98 AUG 31 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/9-17-98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 8, 1998

LEON P. WILDE, CPA  
3452 W. BOYNTON BEACH BLVD., STE. 10  
BOYNTON BEACH, FL 33436

SUBJECT: ROSEBUD II, INC.  
Ref. Number: W98000020305

We have received your document for ROSEBUD II, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

PLEASE ADD THE EFFECTIVE DATE TO YOUR ARTICLES OF INCORPORATION.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau  
Document Specialist

Letter Number: 198A00045515

ARTICLES OF INCORPORATION  
OF

EFFECTIVE DATE

9-1-98

~~Rosebud II, Inc.~~  
ROSE CAPE, INC.

We, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida providing for the formation, liability, right, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of this Corporation shall be as follows:

~~Rosebud II, Inc.~~  
ROSE CAPE, INC

ARTICLE II, NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. The effective date of this Corporation is September 1, 1998.

ARTICLE III, CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any time is on thousand (1000) shares of common stock of one dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V, TERM OF EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of Florida of the principal office shall be as follows:

6035 NW 72 Court  
Parkland, FL 33067

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VII, INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders, but shall never be less than one. The name and address of the initial Director of this Corporation is:

Lance Hirshhorn  
6035 NW 72 Court  
Parkland, FL 33067

#### ARTICLE VIII, INCORPORATORS

The name and address of the incorporator

Leon P. Wilde, CPA, Inc.  
3452 W. Boynton Beach Blvd., St. 10  
Boynton Beach, FL 33436

#### ARTICLE IX, BY LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors and Shareholders.

#### ARTICLE X, AMENDMENT

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

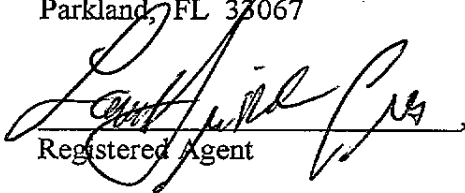
#### ARTICLE XI, SUB CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, listed below with address, accepts this position as signed below.

Lance Hirshhorn  
6035 NW 72 Court  
Parkland, FL 33067

      8/28/98  
Registered Agent      Date

THE UNDERSIGNED, as subscribing incorporators, have here into set our hand and seal on August 28, 1998 for the purpose of forming this Corporation under the laws of the State of Florida, and here do make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated ore true.

      8/28/98  
Incorporator(s)      Date

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98 AUG 31 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**EFFECTIVE DATE**  
9-1-98