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Via Airborne Express  
Airbill No. 8346847725

October 23, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 AM 8:55

Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399  
Tel (850) 488-9000

100002671951--7  
-10/25/98--01036--014  
\*\*\*\*\*131.25 \*\*\*\*\*87.50

Re: Formation of Rosen Properties, Inc.

Dear Sir or Madam:

I would like to form the following corporation under Florida law:

-- Rosen Properties, Inc.

Enclosed please find the original Articles of Incorporation to be filed.

Please send me a certified copy of the Articles of Incorporation and a Certificate of Good Standing. I have enclosed a check in the amount of \$131.25, made payable to "Division of Corporations".

My return address is:

Mary Ann Y. David  
c/o Rosen Associates  
215 S.W. LeJeune Road  
Miami, Florida 33134-1799  
(305) 446-5663

I would appreciate your using the enclosed pre-addressed airbill for an expedited return of the filing to me. Thank you very much.

Sincerely,

*Mary Ann Y. David*

Mary Ann Y. David  
Legal Counsel

F. CHESSE

OCT 27 1998

Enclosures

**ARTICLES OF INCORPORATION  
OF  
ROSEN PROPERTIES, INC.**

**ARTICLE I**

**Name**

The name of this Corporation shall be **Rosen Properties, Inc.**

**ARTICLE II**

**Duration**

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE III**

**Purpose and Powers**

This Corporation is being formed for the purpose of transacting any or all business activities permitted to be transacted by Florida corporations by the laws of the State of Florida. This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE IV**

**Capital Stock**

The Corporation is authorized to issue one hundred (100) shares of common voting stock with a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

**ARTICLE V**

**Principal Office: Initial Registered Office and Agent**

The street address of the initial principal office and registered office of this Corporation is: 215 S.W. LeJeune Road, Miami, Florida, 33134-1799, and the name of the initial registered agent of this Corporation at that address is: Mary Ann Y. David, Esquire.

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## ARTICLE VI

### Initial Board of Directors

This Corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

NORMAN S. ROSEN  
215 S.W. LeJeune Road  
Miami, Florida 33134

CLIFFORD D. ROSEN  
215 S.W. LeJeune Road  
Miami, Florida 33134

## ARTICLE VII

### Amendments to Articles of Incorporation and Bylaws

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

## ARTICLE VIII

### Incorporator

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

Mary Ann Y. David, Esquire  
215 S.W. LeJeune Road  
Miami, Florida 33134-1799

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 23rd day of October, 1998.

Mary Ann Y. David  
MARY ANN Y. DAVID, Subscriber

STATE OF FLORIDA     §  
                                     §  
COUNTY OF DADE     §

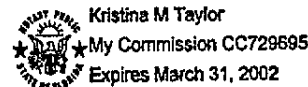
BEFORE ME, personally appeared MARY ANN Y. DAVID, ESQUIRE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 23 day of October, 1998.

Kristina M. Taylor  
Notary Public, State of Florida

Kristina M. Taylor  
Type/Print/or Stamp Name of Notary

My Commission Expires:



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#### ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Mary Ann Y. David, hereby accepts appointment as the Resident Agent for **Rosen Properties, Inc.**, and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 23rd day of October, 1998.

Mary Ann Y. David  
Mary Ann Y. David