

P98000097229

I. BARRY BLAXBERG  
DIRECT LINE: 381-7979 Ext. 309

BLAXBERG, GRAYSON, & SINGER

PROFESSIONAL ASSOCIATION  
SUITE 730, INGRAHAM BUILDING  
25 SOUTHEAST SECOND AVENUE  
MIAMI, FLORIDA 33131-1506

TELEPHONE: (305) 381-7979  
TELECOPY: (305) 371-6816

November 13, 1998

Secretary of State  
Florida Division of Corporations  
Tallahassee, Florida 32314

Re: Rosa Miami, Inc.  
Our File 163-155

800002688218--5

-11/16/98--01081--015

Gentlemen:

\*\*\*\*131.25 \*\*\*\*\*87.50

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fees	\$35.00
Certified Copies	\$52.50
Registered Agent Designation	\$35.00
Certificate of Good Standing	\$ 8.75

TOTAL

\$131.25

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,

I. Barry Blaxberg

Enclosure  
IBB/rk 45445

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 16 AM 8:21

11-19  
WS

ARTICLES OF INCORPORATION OF  
ROSA MIAMI, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 16 AM 8:21

ARTICLE I.  
CORPORATE NAME

The name of this corporation shall be: ROSA MIAMI, INC.

ARTICLE II.  
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.  
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: I. Barry Blaxberg, Esq. 25 Southeast Second Avenue, Suite 730, Miami, Florida 33131.

ARTICLE V.  
MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 21130 NE 23<sup>rd</sup> Avenue, Miami, Florida 33180.

ARTICLE VI.  
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.  
INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Rosa Epstein	21130 NE 23 <sup>rd</sup> Avenue Miami, Florida 33180

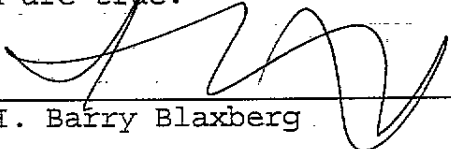
The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.  
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

<u>Incorporator</u>	<u>Address</u>
I. Barry Blaxberg	25 Southeast Second Avenue Suite 730 Miami, Florida 33131

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

  
I. Barry Blaxberg

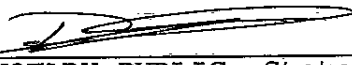
STATE OF FLORIDA :  
: SS  
COUNTY OF DADE :

BEFORE ME, the undersigned authority, appeared I. BARRY BLAXBERG, who is personally known to me or who has produced                      as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

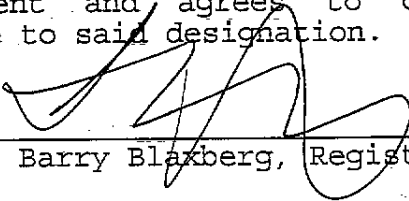
WITNESS my hand and seal in the State and County aforesaid, this 12<sup>th</sup> day of November, 1998.



DANIEL JAVIER SERBER  
My Commission CC509595  
Expires Nov. 13, 1999

  
NOTARY PUBLIC, State of Florida  
Print Name: DANIEL J. SERBER  
My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
I. Barry Blaxberg, Registered Agent