

P98000105793

289 Key Palm Road  
Boca Raton, Fl. 33432  
December 16, 1998

Secretary of State  
Division of Corporations  
State of Florida  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: ROOK ENTERPRISES, INC.

Dear Sir:

Enclosed you will find two copies of the Articles of Incorporation of the subject corporation together with a check in the sum of \$78.75.

Please cause the incorporation of the aforesaid and send the undersigned a copy of the incorporation.

Very truly yours,



A. M. Hochstadt

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DIVISION OF CORPORATIONS  
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## ARTICLES OF INCORPORATION

OF

### ROOK ENTERPRISES, INC.

Pursuant to the Florida Business Corporation Act, these Articles of Incorporation provide that:

#### I NAME

The name of this Corporation shall be:

**ROOK ENTERPRISES,, INC.**

#### II COMMENCEMENT OF EXISTENCE

Corporate existence shall commence as of the filing of these Articles.

#### III TERM OF EXISTENCE

This corporation is to exist perpetually.

#### IV NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

#### V CAPITAL STOCK

The aggregate number of shares of stock which this corporation is authorized to issue is 1,000,000 shares of common stock. The par value of the shares is \$0.001.

#### VI REGISTERED AGENT AND OFFICE

The initial registered office of the corporation shall be located at 289 Key Palm Road, Boca Raton, Fl. 33432. The initial registered agent for the corporation at that address shall be A. M. Hochstadt.

#### VII PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 289 Key Palm Road, Boca Raton, Florida 33432.

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## VIII INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is JOHN H. Rook, 7815 W. Sausser Road, Coeur D'Alene, ID 83814.

## IX MANAGEMENT OF CORPORATE AFFAIRS

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 14th day of December, 1998.

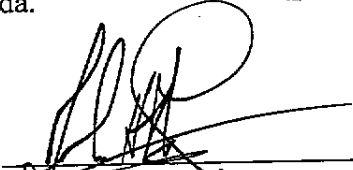


John H. Rook

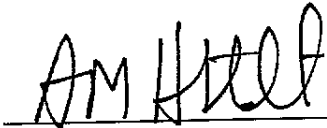
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with section 48.091 of the Florida Statutes, the following is submitted:

THAT ROOK ENTERPRISES, INC. desiring to organize or qualify as a for profit corporation under the laws of the State of Florida, with its principal place of business at 289 Key Palm Road, Boca Raton, Florida 33432 has named A. M. Hochstadt as its agent to accept Service of Process within the State of Florida.

  
JOHN H. ROOK  
Incorporator  
December 14, 1998

Having been named to accept Service of Process for the above named corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
A. M. Hochstadt  
Registered Agent  
December 15, 1998

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