



THE UNITED STATES
CORPORATION
COMPANY

P990000030535

ACCOUNT NO. : 072100000032

REFERENCE : 187609 82279A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 30, 1999

ORDER TIME : 11:01 AM

ORDER NO. : 187609-010

CUSTOMER NO: 82279A

CUSTOMER: Ms. Karen Hotaling
GOLDSTEIN & TANEN, P.A.
GOLDSTEIN & TANEN, P.A.
Suite 3250 One Biscayne Tower
Two South Biscayne Boulevard
Miami, FL 33131

400002827924-4

-04/02/99-01064--025

*****78.75 *****78.75

DOMESTIC FILING

NAME: ROGER DEAN VENTURES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

File
1st

990330

990330
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 23 PM 1:56

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WJ

RESUBMIT

Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 29, 1999

Return to: CSC
1201 Hays Street
Tallahassee, FL 32301

~~GOLDSTEIN & TAYLOR
ATTORNEYS AT LAW
TWO SOUTH SCAYNE BLVD. SUITE 3250
MIAMI, FL 33131~~

Return to: CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: ROGER DEAN VENTURES, INC.
Ref. Number: W99000007520

We have received your document for ROGER DEAN VENTURES, INC..
However, the document has not been filed and is being returned for the following:

Please sign and return your check along with this document in order to complete
your filing.

Your document will be retained in our pending file.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 099A00015763

File
1st

ARTICLES OF INCORPORATION

OF

ROGER DEAN VENTURES, INC.

ARTICLE I

Name of Corporation

The name of this corporation is ROGER DEAN VENTURES, INC.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this state.

ARTICLE IV

Principal Place of Business

The address of the principal place of business of this corporation is 2235 Okeechobee Boulevard, West Palm Beach, Florida 33409.

ARTICLE V

Registered Office

The address of the initial registered office of the corporation is c/o Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, FL 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, Florida 33131.

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ARTICLE VII

Directors

This corporation shall have not less than one director. The name and address of the initial director of this corporation is:

Patricia Dean
2235 Okeechobee Boulevard
West Palm Beach, Florida 33409

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII

Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Jeffrey S. Tanen, Esquire
One Biscayne Tower, Suite 3250
Two South Biscayne Boulevard
Miami, Florida 33131

ARTICLE X

Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any

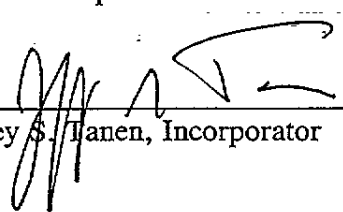
subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

* * *

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of March, 1999.

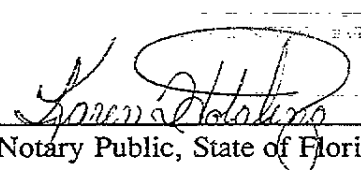


Jeffrey S. Tanen, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared Jeffrey S. Tanen, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 25th of March, 1999.



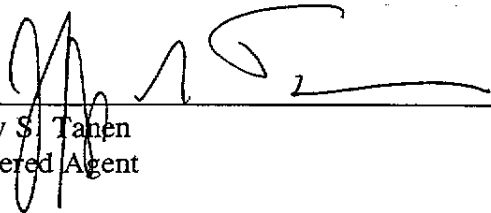
Notary Public, State of Florida

My Commission Expires:



REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above-named corporation, at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.



Jeffrey S. Tanen
Registered Agent

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