



TERRENCE F. LENICK, P.A.
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August 12, 1998

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Rosa Engineering International, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the sum of \$70.00 representing the fee to file the same. Please file the Articles and return one stamped copy to me at the above-address. Thank you for your assistance in this matter.

Respectfully,

Terrence F. Lenick

TFL:mcj
Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 12 PM 12:12

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99 APR 12 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ROSA ENGINEERING INTERNATIONAL, INC.

Articles of Incorporation executed by the undersigned for the purpose of forming a corporation under the Florida Business Corporation Act.

ARTICLE I - NAME

The name of this Corporation shall be ROSA ENGINEERING INTERNATIONAL, INC.

ARTICLE II - DURATION AND PRINCIPAL OFFICE

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law. The principal office is 1305 Homestead Road, Suite D & E, Lehigh Acres, FL 33936, which shall be the corporation mailing address.

ARTICLE III - PURPOSE

The general purpose for which this corporation is initially organized shall be the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, including but not limited to a business which will provide engineering services and other services. In carrying out the foregoing purposes, the Corporation shall have all of the common law and statutory powers and duties of a Corporation for profit under the laws of the State of Florida, except as limited or modified by these Articles or By-Laws.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors in the Corporation.

ARTICLE V - REGISTERED AGENT

The initial registered office of this Corporation shall be at 1305 Homestead Road, Suite D&E, Lehigh Acres, FL 33936, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Terrence F. Lenick, Esquire.

ARTICLE VI - DIRECTORS

This Corporation shall have at least one (1) Director, with the exact number to be fixed by the By-Laws. The name and address of the first Director of the Corporation, who shall hold office for the first year or until successors are duly elected and qualified, shall be:

Oskar J.G. Maas
1305 Homestead Road
Suite D&E
Lehigh Acres, FL 33936

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is:

Oskar J.G. Maas
1305 Homestead Road
Suite D&E
Lehigh Acres, FL 33936

ARTICLE VIII - PRIVATE PROPERTY OF STOCKHOLDERS

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify and insure its offices and Directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this ____ day of March, 1999.

Signed, Sealed and Delivered
in the Presence of:

Sign S. Rosa Sigrid
Print S. Rosa Sigrid

Oskar J.G. Maas
OSKAR J.G. MAAS, Incorporator

Sign Renana Hemsath
Print Renana Hemsath

COUNTRY OF GERMANY)
 PROVINCE (OR CITY) OF Seligenstadt/) SS
Hessen)

The foregoing Articles of Incorporation was acknowledged before me this 22. day of March, 1999 by OSKAR J.G. MAAS, who is personally known to me or has produced Driver's License # deutscher Reisepass as identification and who did take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 22. day of March, 1999.

(SEAL ABOVE)



Nummer A 49 der Urkundenrolle für 1999: Die Frage nach einer Vorbefassung i.S.v. § 3 I 7 BeurkG. wurde verneint.

Notary Public, Germany
 Commission No. _____

Stamp or Seal _____

Kostenberechnung

§§ 141, 154 KostO


Geschäftswert: DM5.000,--
Gebühr §§ 32,	45	KostO DM 20,--
.....	KostO DM
.....	KostO DM
Gebühr §§ 58, 59, 153	..	KostO DM
.....	KostO DM
Schreibausl. §§ 136, 152		KostO DM
Postgebühren §§ 137, 152		KostO DM
Umsatzsteuer	16 %	DM 3,20
		DM 23,20
		<u>Summe DM 23,20</u>

Notar

ACCEPTANCE BY REGISTERED AGENT

I, HEINZ PFUNER, the Registered Agent appointed by the above and foregoing Articles of Incorporation, do hereby simultaneously accept such designation as Registered Agent for said Corporation and I do hereby further state that I am familiar with and accept the obligation provided for a Registered Agent in Chapters 607.0501 and 607.0505 of the Florida Statutes.

DATED this 19 day of March, 1999.


HEINZ PFUNER, Registered Agent

FILED
99 APR 12 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA