

TRANSMITTAL LETTER

799000036524

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

SUBJECT: ROSSOW ENTERPRISES INC.  
(Proposed corporate name - must include suffix)

400002843614--1  
-04/19/99--01058--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: DORIS C. Locks, Inc.  
Name (Printed or typed)

103 Fox Valley Ct.  
Address

Longwood FL 32779  
City, State & Zip

407-260-8446  
Daytime Telephone number

FILED  
99 APR 19 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

T. SMITH APR 22 1999

ARTICLES OF INCORPORATION  
OF  
ROSSOW ENTERPRISES, INC.

**ARTICLES OF INCORPORATION**

**OF**

**ROSSOW ENTERPRISES, INC.**

The undersigned Incorporator , for the purposes of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE 1: NAME:**

The name of the corporation shall be: **ROSSOW ENTERPRISES, INC.** ; (hereinafter "Corporation").

**ARTICLE 2: PURPOSE OF CORPORATION**

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

**ARTICLE 3: PRINCIPAL OFFICE:**

The address of the principle office of this Corporation is : 454 GALLBERRY STREET, ALTAMONTE SPRINGS, FL 32714 and the mailing address is the same.

**ARTICLE 4 : INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Doris Locks  
452 Osceola Street Ste 208  
Altamonte Springs, FL. 32701

**ARTICLE 5: OFFICERS**

The officers of the Corporation shall be:

President:	JAMES A. ROSSOW, JR.
Vice President:	LEILANI D. ROSSOW
Secretary:	LEILANI D. ROSSOW
Treasurer:	JAMES A. ROSSOW, JR.

whose addresses shall be the same as the principal office of the Corporation.

FILED  
99 APR 19 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE 6: DIRECTOR**

The Directors of the Corporation shall be:

JAMES A. ROSSOW, JR. and  
LEILANI D. ROSSOW

whose address shall be the same as the principal office of the Corporation.

## **ARTICLE 7: CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock, each share having the par value of **ONE DOLLAR ( \$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of this corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions, or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8: SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE 9: POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE 10: TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 11: REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as to the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 12: REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office of this Corporation is **Doris C. Locks, Inc.** located at 103 Fox Valley Court, Longwood FL 32779. The name and address of the registered agent of this Corporation is **Doris C. Locks, Doris C. Locks Inc.** 103 Fox Valley Court, Longwood FL 32779.

**ARTICLE 13: BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full board of Director(s) at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

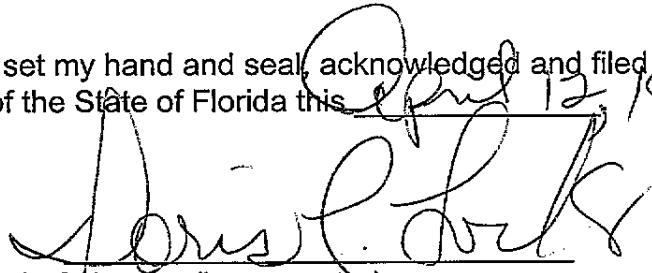
**ARTICLE 14: EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 15: AMENDMENT**

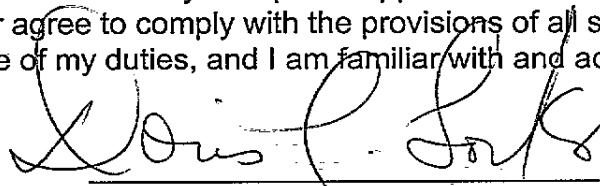
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida this April 12, 1999



Doris C. Locks (Incorporator)

Having been named as registered agent and to accept service of process for the above started corporation at the place designated in the certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Doris C. Locks (Registered Agent)

FILED  
99 APR 19 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA