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ROBERT E. OGLESBY, P.A.
ATTORNEY AT LAW
ONE CLEARLAKE CENTRE
SUITE 1400
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401

May 21, 1999

PLEASE REPLY TO
P.O. BOX 2468
WEST PALM BEACH, FL 33402
(561) 835-8842
Telecopier (561) 835-8691
E-MAIL OGLESBY R @ AOL.COM

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

FEDERAL EXPRESS

FILED
99 MAY 25 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Roseau's, Inc.

Dear Sir:

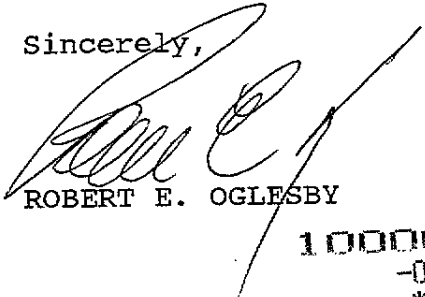
We are enclosing herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00

We would appreciate receiving a certified copy of the Certificate of Incorporation at your earliest convenience. We have enclosed a return federal express envelope for that purpose.

Sincerely,


ROBERT E. OGLESBY

REO:cg
Enclosure
cc: Pierre O. Roseau

100002884911--4
-05/25/99-01007-013
****122.50 ****78.75

Joe 5/27

ARTICLES OF INCORPORATION
OF
ROSEAU'S, INC.

FILED
99 MAY 25 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Corporation for Profit)

The undersigned, with others being desirous of forming a corporation, for profit, under the provisions of Ch. 607 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of the corporation is ROSEAU'S, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value, common stock.

ARTICLE V. INITIAL PRINCIPAL OFFICE

The address of the initial principal office of the corporation is 2309 Z Terrace, Riviera Beach, Fl. 33404 and the mailing address is 2309 Z Terrace, Riviera Beach, Fl. 33404.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2309 Z Terrace, Riviera Beach, Fl. 33404, and the name of the initial registered agent of this corporation at that address is Pierre O. Roseau.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director is as follows:

Pierre O. Roseau
2309 Z Terrace
Riviera Beach, Fl., 33404

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles is Pierre O. Roseau, at 2309 Z Terrace, Riviera Beach, Fl. 33404.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders of this corporation.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 21 day of May, 1999.

Pierre O. Roseau
Pierre O. Roseau

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, this day personally appeared Pierre O. Roseau, who first by me being duly sworn, says: That he is the incorporator in the above and foregoing Articles of Incorporation; that he has read the same and has personal knowledge of the above facts and matters contained therein; and that each of these facts and matters are true and correct.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21 day of MAY, 1999, by Pierre O. Roseau, who: () is personally known to me, or (☒) has produced a _____ as identification.

Robert E. Oglesby
Robert E. Oglesby
Print Name of Notary

(seal)



Robert E. Oglesby
MY COMMISSION # CC684721 EXPIRES
October 18, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

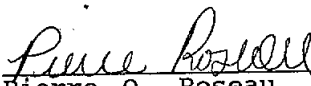
I am a Notary Public of
the State of Florida
having a commission
number _____

My commission expires:

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

The undersigned, Pierre O. Roseau, having been named to accept service of process for Roseau's, Inc., the above stated corporation, at the place designated in these Articles of Incorporation, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties as Registered Agent. I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED this 21 day of May, 1999.


Pierre O. Roseau, as Registered

Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA