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**Susan M. Zwiesler, P.A.**

610 West Azeele Street • Tampa, Florida 33606 • Phone: (813) 258-4455 • Fax: (813) 258-4422

June 16, 1999

Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

RE: ROSEMARY COTTAGE, INC.

500002908855-1  
-06/18/99-01066-013  
\*\*\*\*\*78.75 : \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find the following items in connection with the filing of the Articles of Incorporation of the above-referenced corporation.

1. Original and one copy of the Articles of Incorporation
2. Certificate Designating Registered Agent
3. My check in the amount of \$78.75 to cover the following costs:

a.	Filing fee	\$35.00
b.	Registered Agent Fee	35.00
c.	Certified copy	8.75

FILED  
99 JUN 18 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Once the filing is completed, please forward a certified copy of the Articles of Incorporation to the undersigned.

Thank you for your assistance in this matter.

Sincerely yours,

Susan M. Zwiesler

SMZ/sd  
enclosures

B. BROWN JUN 21 1999

**ARTICLES OF INCORPORATION**

**OF**

**ROSEMARY COTTAGE, INC.**

FILED  
99 JUN 18 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under Florida statute Chapter 607, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME AND ADDRESS**

The name of this corporation shall be **ROSEMARY COTTAGE, INC.**, and the principal office of said corporation is as follows: 4006 South MacDill Avenue, Tampa, Florida 33611.

**ARTICLE II**

**PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful retail business, tea room, and regulatory affairs of this corporation.

**ARTICLE III**

**TERM OF EXISTENCE**

This corporation shall begin existence upon the filing of these Articles of Incorporation, and shall exist perpetually.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue Twenty Five (25) shares of One Dollar (\$1.00) par value common stock which shall be designated as common shares.

**ARTICLE V**

**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she/he already holds, shall have the right to purchase her/his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VI**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 610 West Azeele Street, Tampa, Florida 33606. The name of the initial registered agent of this corporation at that address is Susan M. Zwiesler, P.A.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Angela J. Heath, President

4006 South MacDill Avenue  
Tampa, FL 33611

Beth A. Andersen, Vice President

4006 South MacDill Avenue  
Tampa, FL 33611

## **ARTICLE VIII**

### **INCORPORATOR**

The name and address of the person signing these Articles is:

Angela J. Heath

4006 South MacDill Avenue  
Tampa, FL 33611

## **ARTICLE IX**

### **BY-LAWS**

This corporation shall have the power to adopt, alter, amend, or repeal the By-Laws of this corporation.

**ARTICLE X**

**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**

**AMENDMENTS**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16<sup>th</sup> day of June, 1999.

By: Angela J. Heath  
ANGELA J. HEATH  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared ANGELA J. HEATH, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed the same.

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of June, 1999, by ANGIE HEATH who is (Personally known to me) or (who has produced) \_\_\_\_\_ (Type of Identification) and who (did/did not) take an oath.

SWORN to and subscribed before me this 16<sup>th</sup> day of June, 1999.  
Suzette DeArmond  
Notary Public

Suzette DeArmond

Type or Print Name

My Commission Expires:



Suzette DeArmond  
My Commission C687922  
Expires October 20, 2001

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida has named SUSAN M. ZWIESLER, P.A., located at 610 West Azeele Street, Tampa, Florida 33606, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT;**

Having been named as Registered Agent and to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. 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.

By: Susan M. Zwiesler  
Susan M. Zwiesler  
REGISTERED AGENT

FILED  
99 JUN 18 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA