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Florida Department of State  
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To:  
Division of Corporations  
Fax Number : (850) 922-4001

From:  
Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

**FLORIDA PROFIT CORPORATION OR P.A.**

**ROSE BOUTIQUE, INC.**

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
ROSE BOUTIQUE, INC.

ARTICLE I - NAME

The name of this Corporation is Rose Boutique, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date  
these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all  
lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one hundred shares,  
which said shares shall be designated as  
"Common Shares"

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office  
of the Corporation is 777 N.W. 72nd Avenue, Suite 2 2, Miami,  
Florida 33126.

The name of the initial Registered Agent of this Corporation is,

Roxane Scemla.

Prepared by:  
Doris E. Cardelle  
13381-A SW 88th Terrace  
Miami, FL 33186  
PH: (305) 385-2469 FAX: (305) 385-6938

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one(1) initial director.

The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the Board of Directors of this Corporation is

Roxane Scemla  
105 Ocean Blvd.  
Golden Beach, FL 33160

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is

Roxane Scemla  
105 Ocean Blvd.  
Golden Beach, Florida 33160

ARTICLE VIII

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

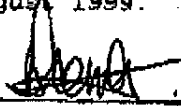
This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

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ARTICLE X - INDEMNIFICATION

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


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of August 1999.

  
Roxane Scania  
President

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of August, 1999

  
Roxane Scania  
Registered Agent

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