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FLORIDA PROFIT CORPORATION OR P.A.

ROYAL BAY PARTNERS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 28, 2000

EXPRESS CORPORATE FILING SERVICE

SUBJECT: ROYAL BAY PARTNERS, INC.
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**ARTICLES OF INCORPORATION
OF
ROYAL BAY PARTNERS, INC.**

ARTICLE I

NAME

The name of the Corporation shall be ROYAL BAY PARTNERS, INC.

ARTICLE II

PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

STOCK

This Corporation is authorized to issue 5000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS

The street and mailing address of the Initial Registered Office of this Corporation and of its principal office is 2151 Le Jeune Road, Mezzanine, Coral Gables, Florida 33134, and the name and address of the initial Registered Agent of this Corporation is J. Everett Wilson, Esq. at 2151 Le Jeune Road, Mezzanine, Coral Gables Florida 33134.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may

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be increased or diminished from time to time by the ByLaws but shall never be less than one. The name and address of the initial Director of this Corporation is:

NAME	ADDRESS
J. Everett Wilson, Esq.	2151 Le Jeune Road - Mezzanine Coral Gables, Florida 33134

ARTICLE VI
INCORPORATOR

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

NAME	ADDRESS
J. Everett Wilson, Esq.	2151 Le Jeune Road - Mezzanine Coral Gables, Florida 33134

ARTICLE VII
INDEMNIFICATION

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

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 25th day of August, 2000.



J. EVERETT WILSON

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 25th day of August, 2000, by J. EVERETT WILSON, who is personally known to me or who has produced _____ (type of ID) as identification and who did take an oath



[Signature]
Notary Public, State of Florida at Large

My commission expires:

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above Corporation at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.

[Signature]
J. EVERETT WILSON

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