

P00000101631

TRANSMITTAL LETTER

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

SUBJECT: R. ROYCE, INC.
(Proposed corporate name - must include suffix)

300003443143--4
-10/30/00--01032--001
*****131.25 *****87.50

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

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: BRIAN EDEN
Name (printed or typed)
7921 N.W. 181st STREET
Address
HIALEAH, FL. 33015
City, State & Zip
(954) 214-6661
Daytime Telephone number

FILED
00 OCT 30 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER OCT 30 2000

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

ARTICLES OF INCORPORATION

OF

R. ROYCE, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

R. ROYCE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7921 N.W. 181st ST.
HIALEAH, FL. 33015

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

(SEE ATTACHED)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

BRIAN EDEN
7921 N.W. 181st ST.
HIALEAH, FL. 33015

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(ATTACHMENT) ARTICLE 111 CAPITAL STOCK

INITIAL ISSUE: THE AGGREGATE NUMBER OF SHARES THAT THE CORPORATION SHAL HAVE THE AUTHORITY TO ISSUE IS 100 SHARES OF CAPITAL STOCK WITH A PAR VALUE OF \$1.00 PER SHARE. SHARES TO BE OWNED AND HELD BY: TO BE DETERMINED.

STATED CAPITAL: THE SUM OF THE PAR VALUE OF ALL SHARES OF CAPITAL STOCK OF THE CORPORATION TYHAST HAVE BEEN ISSUED SHALL BE THE STATED CAPITAL OF THE CORPORATION AT ANY PARTICULAR TIME.

DIVIDENS: THE HOLDERS OF THE OUTSTANDING CAPITAL STOCK SHALL BE INTITLED TO RECEIVE, WHEN AND AS DECLARED BY THE BOARD OF DIRECTORS, DIVIDENS PAYABLE EITHER IN CASH, OR PROPERTY, OR IN SHARE OF THE CAPITAL STOCK OF THE CORPORATION.

NO CLASS OF STOCK: THE SHARES OF THE CORPORATION ARE NOT TO BE DIVIDED INTO CLASSES.

NO SHARES IN SERIES: THE CORPORATION IS NOT AUTHORIZED TO ISSUE SHARES IN SERIES.

RESTRICTION³ ON TRANSFER OF SHARES AND OTHER SECURITIES (607.0627)
TO MAINTAIN THE CORPORATION'S STATUS WHEN IT IS DEPENDENT ON THE NUMBER OR IDENTITY OF ITS SHAREHOLDERS. (SEE ARTICLE V INCORPORATOR(S),).

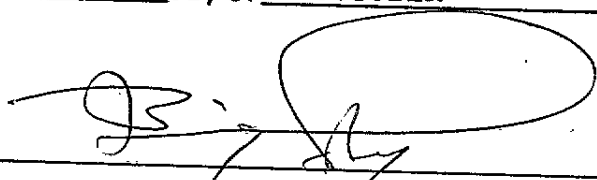
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

BRIAN EDEN
7921 N.W. 181st ST.
HIALEAH, FL. 33015

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

24th day of OCTOBER, ~~199~~ 2000.



BRIAN EDEN

Signature

Signature

Signature

Articles of Incorporation
Filing Fee - \$35

(ATTACHMENT) ARTICLE V

BOARD OF DIRECTORS

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE, WHO NEED NOT BE A RESIDENT OF THE STATE OF FLORIDA OR SHAREHOLDER OF THE CORPORATION. HOWEVER, THE CORPORATION CAN INCREASE OR DECREASE THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS BY A MAJORITY VOTE OF TWO THIRDS OF THE SHARES OF THE OUTSTANDING STOCK.

- TWO THIRDS OF THE STOCKHOLDERS OF THE CORPORATION SHALL BE REQUIRED FOR ANY SHAREHOLDERS ACTION.
- THE SHAREHOLDERS SHALL HAVE THE POWER TO ADOPT, AMEND, ALTER, CHANGE OR REPEAL THE ARTICLES OF INCORPORATION WHEN PROPOSED AND APPROVED AT A STOCKHOLDERS MEETING, WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.
- THE HOLDERS OF THE COMMON STOCK OF THIS CORPORATION SHALL HAVE THE PRE-EMPTIVE RIGHT TO PURCHASE, AT PRICES, TERMS AND CONDITIONS THAT SHALL BE FIXED BY THE BOARD OF DIRECTORS, THE SHARES OF THE STOCK OF THIS CORPORATION AS MAY BE ISSUED FOR MONEY, OR ANY PROPERTY, OR SERVICES FROM TIME TO TIME. IN ADDITION TO THAT STOCK AUTHORIZED AND ISSUED BY THE CORPORATION. THE PRE-EMPTIVE RIGHT OF ANY HOLDER IS DETERMINED BY THE RATIO OF THE AUTHORIZED AND ISSUED SHARES OF STOCK HELD BY THE HOLDER, TO ALL SHARES OF COMMON CURRENTLY AUTHORIZED AND ISSUED.

MANAGEMENT

- THE CORPORATION SHALL BE MANAGED BY THE FOLLOWING INDIVIDUAL(S) IN THE FOLLOWING CAPACITIES, UNLESS OTHERWISE CHANGED BY VOTE OF THE BOARD OF DIRECTORS:

BRIAN EDEN
PRESIDENT, C.E.O.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: R. ROYCE, INC.

2. The name and address of the registered agent and office is:

BRIAN EDEN

(Name)

7921 N.W. 181st ST.

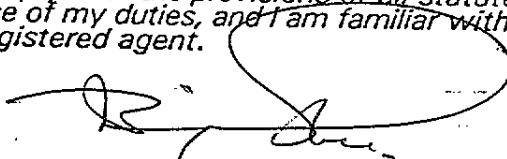
(P.O. Box not acceptable)

HIALEAH, FL. 33015

(City/State/Zip)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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.



(Signature)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL