

P02000028200



ACCOUNT NO. : 072100000032
REFERENCE : 470177 5051651
AUTHORIZATION : *Patricia Pignotti*
COST LIMIT : \$ 70.00

FILED
2002 MAR 14 PM 1:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : March 14, 2002
ORDER TIME : 10:30 AM
ORDER NO. : 470177-005
CUSTOMER NO: 5051651
CUSTOMER: Yvonne Mendez, Paralegal
Greenberg Traurig, P.a.
450 South Orange Avenue
6th Floor
Orlando, FL 32801

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATE FILINGS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ROYCE AFFILIATES MANAGEMENT COMPANY

EFFECTIVE DATE: 700005107857--7

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

JR
3/14/02

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**ARTICLES OF INCORPORATION
OF
ROYCE AFFILIATES MANAGEMENT COMPANY**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is: **ROYCE AFFILIATES MANAGEMENT COMPANY.**

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is: 489 Fifth Avenue, 34th Floor, New York, New York 10017. The initial mailing address of the corporation is: 489 Fifth Avenue, 34th Floor, New York, New York 10017.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 1,000,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is: 1201 Hays Street, Tallahassee, Florida 32301, and the initial registered agent of the corporation at that address is: Corporation Service Company.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Frank S. Ioppolo, Jr.

450 South Orange Avenue
Suite 650
Orlando, Florida 32801

ARTICLE VI - INDEMNIFICATION

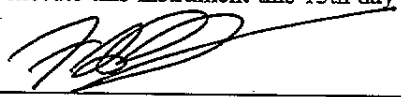
The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

ARTICLE VII - AMENDMENT

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 does hereby execute this instrument this 13th day of March, 2002.

By: _____


Frank S. Ioppolo, Jr.
Incorporator

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**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **ROYCE AFFILIATES MANAGEMENT COMPANY**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at: 1201 Hays Street, Tallahassee, Florida 32301, has named Corporation Service Company as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: March 14th, 2002.



Corporation Service Company
Registered Agent

**Lynette Coleman
as its agent**