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ACCOUNT NO. : 072100000032

REFERENCE : 789214 4301893

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 OCT 21 PM 12:40

ORDER DATE : October 21, 2002

ORDER TIME : 10:17 AM

ORDER NO. : 789214-005

CUSTOMER NO: 4301893

CUSTOMER: Ms. Barbie Patterson
Thelen Reid & Priest Llp

40 West 57th Street
30th Floor
New York, NY 10019

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ROYAL SEA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

700008479087--5

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

F. 047-111 OCT 24

ARTICLES OF INCORPORATION

OF

ROYAL SEA, INC.

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TALLAHASSEE, FLORIDA
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The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is **Royal Sea, Inc.**

SECOND: The street address, wherever located, of the principal office of the Corporation is c/o Thelen Reid & Priest LLP, 40 W. 57th St., 26th Floor, New York, NY 10019.

The mailing address, wherever located, of the Corporation is c/o Thelen Reid & Priest LLP, 40 W. 57th St., 26th Floor, New York, NY 10019.

THIRD: The total number of shares of capital stock which the Corporation shall have authority to issue is One Hundred (100) shares of common stock, \$1.00 par value per share.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

Marc L. Sage, Esq.
c/o Thelen Reid & Priest LLP
40 West 57th Street, 26th Floor
New York, NY 10019-4097

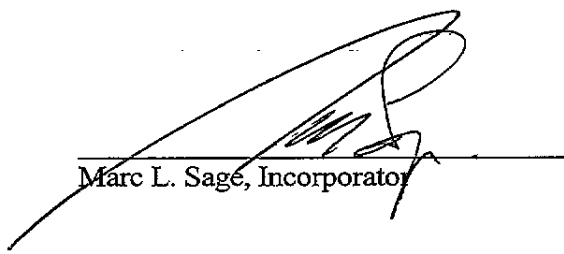
SIXTH: The purposes for which the Corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, and to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

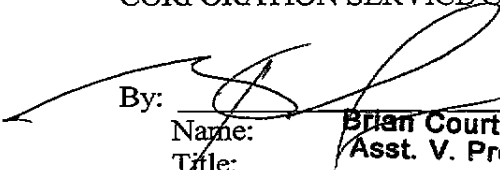
Signed on October 18, 2002.



Marc L. Sage, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY


By: _____
Name: **Brian Courtney**
Title: **Asst. V. Pres.**
Date: 10-21-02

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