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Florida Department of State

Division of Corporations Public Access System

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To:

Division of Corporations

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : NATIONS BUSINESS CENTER, INC.

Account Number : 120000000238 Phone : (305)591-9448 Fax Number : (954)753-3447 SECKETALY OF STATE
SECKETALY OF STATE

FLORIDA PROFIT CORPORATION OR P.A.

ROYCE CAPITAL MANAGEMENT GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

6,5%

FAX AUDIT#:(((HO300/94/09 2)))

ARTICLES OF INCORPORATION

TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the Corporation shall be:

ROYCE CAPITAL MANAGEMENT GROUP, INC.

The principal place of business of this corporation

4000 HOLLYWOOD BLVD SUITE 6058

HOLLYWOOD FLORIDA 33021

ARTICLE II NATURE OF BUSINES

This corporation may engage in any business permitted under the laws of the United States, the State of Florida, or any other State, Country, Territory, or Nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000.

FAX AUDIT#:(((H13m)194105 2)))

SECRETARY OF STATE

FROM : _-|111111 111[11[11111111. MFY-12-2203 24:53P FROM: FAX NO. : 954 454 6118

May, 14 2003 11:07AM P2 70:19544546118 P:4

FAX AUDIT#: (() HOBOOCO 94/012)))

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are): Michele LA Bruce whom resides at 4000 Hollywood Blyd Suite 605S, Hollywood Florida 33021.

ARTICLE VI INCORPORATOR (8)

1

Michole La Bruce President/Incorporator

FAX AUDIT: (((410300194105) 2

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PAGE 4

194-12-2003 04:53P FROM:

FAX NO. : 954 454 6119

May. 14 2003 11:076M P3

TO: 19544546116

FAX AUDIT: (((K 0.3000194109 L)))

CERTIFICATE OF DESIGNATION <u>Registered agent/xegistered office</u>

Pursuant to the provisions of Section 507.325, 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 shall be: ROYCE CAPITAL MANAGEMENT GROUP, INC.
- 2. The name and address of the registered agent and office is:

Michele La Hruce 4000 Hollywood Blvd Suite 6059 Wollywood FL 32021

SIGNATURE:

TITLE: /Registered

Date: _

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE above stated corporation, at the place designated in this CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I Further agree to comply with the provisions of all STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUDIE OBLICATIONS OF SECTION 607.325, FLORIDA STAPE

SIGNATURE:

Date:

FAX AUDITH: ([[HO 3000/9~40]))