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From: *Diana M. Guerra*
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FLORIDA PROFIT CORPORATION OR P.A.

ROYAL PALM CAPITAL MANAGEMENT, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
ROYAL PALM CAPITAL MANAGEMENT, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is ROYAL PALM CAPITAL MANAGEMENT, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 555 South Federal Highway, Suite 200, Boca Raton, Florida 33432.

**ARTICLE III
CAPITAL STOCK**

The number of shares that the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock having a par value of \$0.001 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is Las Olas Centre II, Suite 1600, 350 E. Las Olas Boulevard, Fort Lauderdale, Florida 33301-28711. The name of the Corporation's registered agent at that office is American Information Services, Inc.

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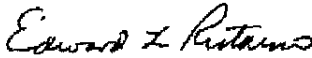
ARTICLE V
INCORPORATOR

The name and street address of the incorporator is: Edward L. Ristaino, Esq., at Las Olas Centre II, Suite 1600, 350 E. Las Olas Boulevard, Fort Lauderdale, Florida 33301.

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on on February 2, 2005.



Edward L. Ristaino, Esq. Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of ROYAL PALM CAPITAL MANAGEMENT, INC. (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 2 day of February, 2005.

American Information Services, Inc.

By: 

Diana M. Guerra, Assistant Secretary

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