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Lukacs & Lukacs, P.A.

FAX NO. 305 856 3001

P. 01/05

Division of Corporations

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SECRETARY OF STATE
CORPORATION DIVISION

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FLORIDA PROFIT CORPORATION OR P.A.

ROYAL PROPERTY INVESTMENT 1, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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6-9-05

**Articles of Incorporation
for
ROYAL PROPERTY INVESTMENT 1, INC.**

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1:00:09

The undersigned natural person, as incorporator for the purpose of forming a corporation for profit under the provisions of Chapter 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

- I. Name of Company. The name of the corporation (which is referred to herein as the "Company") being formed by these Articles of Incorporation shall be: **ROYAL PROPERTY INVESTMENT 1, INC.**
- II. Purposes. The general nature of the business to be transacted by this Company is to engage in any activities or business permitted under the laws of the United States and Florida.
- III. Capital Stock. The Company is authorized to issue 10,000 shares of common stock ("Common Stock"), each share having a par value of \$1.00 per share. "Shareholder" or "Stockholder" means one who is a holder of record of shares in the Company or the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with the Company. Each outstanding share of Common Stock is entitled to one vote on each matter submitted to a vote at a meeting of Shareholders.

The Company is authorized to issue 1,000,000 shares of Preferred Stock. The Board of Directors is authorized to provide for the issuance of such Preferred Stock in one or more classes/series and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class/series and the preferences, limitations and relative rights of each class/series provided that each series of a class must be given a distinguishing designation and all shares of a series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, of those of other series of the same class.

- IV. Duration. This Company shall have perpetual existence.

Robin A. Lukacs, Esquire
Lukacs & Lukacs, P.A.
1825 Coral Way
Miami, Florida 33145
Florida Bar No. 521787

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- V. Board of Directors. The Company shall have a Board of Directors consisting of at least one person, and said person need not be a citizen of the United States of America. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders entitled to vote but shall never be less than one. The name and address of the initial Director of this Company is:

Ismael Perera
c/o 3650 NW South River Drive
Miami, Florida 33142

- VI. Informal Shareholder Action. Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the requisite number of Shareholders entitled to vote upon such action and same is filed with the Secretary of the Company as part of the corporate records.
- VII. Informal Director Action. If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Company, and the writings evidencing their consent are filed with the Secretary of the Company, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.
- VIII. Related Party Transaction or Contract. A director or officer of the Company shall not be disqualified by his/her office or position in the Company, from dealing or contracting with the Company either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Company be void or voidable by reason of the fact that any director or officer, or any business entity of which any director or officer is an owner, member, manager, officer, director, employee or otherwise related thereto, is in any way interested in such transaction or contract, provided that disclosure of such direct or indirect interest is made to the Board of Directors of this Company, and such transaction or contract is or shall be authorized, ratified or approved either (a) by the written consent, or by a vote, of the majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested; or (b) by the written consent, or by a vote of the majority of a quorum of the Shareholders of record entitled to vote; nor shall any director or officer be liable to account to the Company for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that such director or officer, or any business entity of which any such director or officer is an owner, member, manager, officer, director, employee or otherwise related thereto, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such transactions or contracts in any other manner permitted by law.

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- IX. Indemnification. To the extent now or hereafter permitted by law, the Company may indemnify any officer or director, or any former officer or director, by resolution of the Board of Directors or as otherwise may be set out and provided for in the bylaws of this Company. Each director and officer of the Company, whether or not then in office, shall be indemnified by the Company against all costs and expenses reasonably incurred or imposed upon any such director or officer in connection with or arising out of any claim, demand, action, suit or proceeding in which such director or officer may be involved or to which such director or officer may be made a party by reason of being or having been a director or officer of the Company, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of the cost of litigation, except in relation to matters as to which such director or officer finally shall be adjudged in any such action, suit or proceeding to have been guilty of gross negligence in the performance of his/her duty as such director or officer, as the case may be.
- X. Bylaw Amendment. The power to adopt, alter, amend or repeal the bylaws of this Company, if any, shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing a corporation.
- XI. Registered Agent. The name and street address of the Company's initial registered agent is:

Robin A. Lukacs
1825 Coral Way
Miami, Florida 33145

The undersigned, having been named as registered agent and to accept service of process for the above stated company at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees 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 as provided for in Chapter 607, Florida Statutes.

By: 
Robin A. Lukacs

- XII. Incorporator. The name and address of the incorporator is as follows:

Robin A. Lukacs
1825 Coral Way
Miami, Florida 33145

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XIII. Corporate Address. The initial mailing address of the Company is as follows:

c/o Robin A. Lukacs
1825 Coral Way
Miami, Florida 33145

XIV. Effective Date of Company Existence. The Company's effective date of existence shall be June 01, 2005.

The undersigned incorporator has executed these Articles of Incorporation in the State of Florida, on June 01, 2005.



Robin A. Lukacs, incorporator

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

The preceding or attached instrument was acknowledged before me on June 01, 2005, by Robin A. Lukacs, who is personally known to me.



Gisela M. Gonzalez
My Commission DD282005
Expires February 08, 2008

Place notary seal and commission expiration stamp above this line.



Signature of Notary Public

Gisela Gonzalez
Print or Type Name of Notary Public