

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 546859 85437A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 22, 1995

ORDER TIME : 10:03 AM

ORDER NO. : 546859

CUSTOMER NO: 85437A

CUSTOMER: Ms. Erica M. Lamb
SMITH & SUPRASKI, P.A.

Suite 760, Biscayne Centre
11900 Biscayne Boulevard
Miami, FL 33181

DOMESTIC FILING

P95000014999

NAME: ROYAL DRIVE CORPORATION

XXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
95 FEB 22 PM 3:44
TALLAHASSEE, FL 32301
RECEIVED
95 FEB 22 PM 1:15
TALLAHASSEE, FL 32301
OFFICE OF CORPORATION

2-22-95
02/A

**ARTICLES OF INCORPORATION
OF
ROYAL DRIVE CORPORATION**

FILED
95 FEB 22 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is: ROYAL DRIVE CORPORATION The principal place of business of this corporation shall be at 3200 Port Royal Drive, Suite 1109, Ft. Lauderdale, Florida 33308.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollars par value.

**ARTICLE IV
CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DURATION

The number of directors of the corporation shall not be more than ten, as voted upon by the shareholders of the corporation.

ARTICLE VII
DIRECTORS

The name and address of the member of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor(s) is/are elected and has/have qualified, is:

NAME

ADDRESS

Daryl Swartz

3200 Port Royal Drive
Suite 1109
Ft. Lauderdale, Florida 33308

ARTICLE VIII
OFFICERS

The name and address of the initir' officer of the corporation who shall hold office for the first year of the corporation, or until his successor(s) is/are elected or appointed is:

NAME

ADDRESS

Daryl Swartz

3200 Port Royal Drive
Suite 1109
Ft. Lauderdale, Florida 33308

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Daryl Swartz, 3200 Port Royal Drive, Suite 1109, Ft. Lauderdale, Florida 33308.

ARTICLE XII
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

NAME

Daryl Swartz

ADDRESS


3200 Port Royal Drive
Suite 1109
Ft. Lauderdale, Florida 33308

ARTICLE XIII
INDEMNIFICATION

The subscriber, along with the officer and director of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 16th day of February, 1995.


DARYL SWARTZ

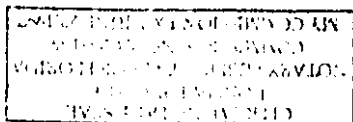
STATE OF FLORIDA)
 Broward)ss:
COUNTY OF ~~DADE~~)

The foregoing instrument was acknowledged before me this 16th day of February, 1995, by DARYL SWARTZ, who is personally known to me or who has produced _____ as identification and who did did not ☒ take an oath.


Notary Public, State of Florida

My Commission Expires:

DONNA L. Ramsey
Print Name of Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM, PROCESS MAY BE SERVED**


FILED
95 FEB 22 PM 3:44
TALLAHASSEE
FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT ROYAL DRIVE CORPORATION, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS LOCATED AT 3200 PORT ROYAL DRIVE, SUITE 1109, FT. LAUDERDALE,
FLORIDA 33308, HEREBY NAMES DARYL SWARTZ, 3200 PORT ROYAL DRIVE, SUITE
1109, FT. LAUDERDALE, FLORIDA 33308, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA.


DARYL SWARTZ

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.


DARYL SWARTZ
REGISTERED AGENT
DATED: 2/16/95