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TALLAHASSEE, FL 32301
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9500060179



ACCOUNT NO. : 072100000032

REFERENCE : 653288 81013A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : August 3, 1995

ORDER TIME : 11:12 AM

ORDER NO. : 653288

CUSTOMER NO: 81013A

400001552804
-03/03/95 - 01033 - 026
***122.50 ***122.50

CUSTOMER: Nancy Shimet, Legal Assistant
SMITH GRIMSLEY BAUMAN
PINKERTON PETERMAN SAXER WELLS
25 Walter Martin Road

Ft. Walton, FL 32549

DOMESTIC FILING

NAME: ROYALTY VENTURES, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denny G. Smith

EXAMINER'S INITIALS: _____

FILED
95 AUG -3 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG -3 1:17

T. BROWN AUG - 4 1995

SMITH, GRIMSLEY, BAUMAN, PINKERTON,
PETERMANN, SAXER & WELLS

ATTORNEYS AND COUNSELLORS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

25 WALTER MARTIN ROAD N.E.

P. O. BOX 2379

FORT WALTON BEACH, FLORIDA 32549

TELEPHONE (904) 243-8104

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WALTER J. SMITH
JAMES W. GRIMSLEY
STEVEN B. BAUMAN
DREW S. PINKERTON *
RICHARD P. PETERMANN **
CHRISTOPHER J. SAXER
KELVIN CLAYDE WELLS

August 1, 1995

*BOARD CERTIFIED CRIMINAL TRIAL LAWYER
**ALSO ADMITTED IN ALABAMA

VIA FEDERAL EXPRESS

Attn: Instant Corp.
Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

RE: ARTICLES OF INCORPORATION
ROYALTY VENTURES, INC.

TO WHOM IT MAY CONCERN:

Enclosed please find Articles of Incorporation for the above mentioned corporation. Also included is our check in the amount of \$122.50 to cover the cost of filing with the Department of State. Please file within your 24 hour service and fax the filed copy to this office when filed. You can mail the filed copy regular mail.

Please bill account number 81013 A for Richard P. Petermann of Smith, Grimsley et al. If you have any questions, please do not hesitate to call.

Sincerely,



Nancy M. Shimet
Legal Assistant to
RICHARD P. PETERMANN

/nms

Enclosure

ARTICLES OF INCORPORATION
OF
ROYALTY VENTURES, INC.

FILED
95 AUG -3 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is ROYALTY VENTURES, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is P.O. Box 1247, Santa Rosa Beach, Florida 32459.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be RICHARD P. PETERMANN, 25 NE Walter Martin Road, Fort Walton Beach, Florida 32548.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The name of the initial director of this corporation and their street addresses is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Winrow	P.O. Box 1247 Santa Rosa Beach, FL 32541
Samuel A. Kavathas	P.O. Box 1247 Santa Rosa Beach, FL 32541

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Winrow	P.O. Box 1247 Santa Rosa Beach, FL 32459

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention

that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 29th day of Aug, 1995.

Thomas Winrow
Thomas Winrow

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, a Notary Public personally appeared Thomas Winrow to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 29th day of August, 1995.



Nancy M. Shimet
Print Name Nancy M. Shimet
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Richard P. Petermann
RICHARD P. PETERMANN
25 NE Walter Martin Road
Fort Walton Beach, FL 32548