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LAURENCE FEINGOLD
PROFESSIONAL ASSOCIATION

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FAX (305) 538-8101

407 LINCOLN ROAD
SUITE 704
MIAMI BEACH, FLORIDA 33139

August 9, 1996

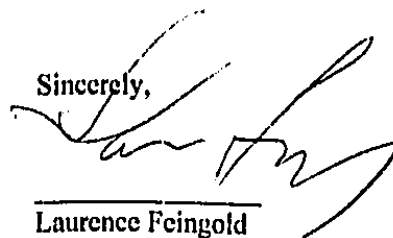
OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

*****122.50
-08/12/96--01090--013
*****122.50

Dear Sir,

Enclosed please find Articles of Incorporation of ALLIED ROYCE, LTD. INC, along with a check in the amount of \$122.50, which consists of a \$70.00 filing fee, plus \$52.50 for a certified copy. Thank you for your assistance.

Sincerely,


Laurence Feingold

DMP
8/16/96

FILED
96 AUG 12 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ALLIED ROYCE, LTD., INC.

FILED

96 AUG 12 AM 10:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is ALLIED ROYCE, LTD., INC.

ARTICLE II - Duration

This corporation shall be perpetual.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- (a) Any act of business that a natural person could engage in.
- (b) Pursue its purposes and business in any and all locations, foreign or domestic.
- (c) Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- (d) Buy and sell real and personal property of any nature whatsoever.
- (e) Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- (f) Import and export wares, goods and merchandise of any nature whatsoever.
- (g) Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- (h) Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
- (i) Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- (j) Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.
- (k) Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.
- (l) Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms, and/or corporation.

(m) Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - Capital Stock

This corporation is authorized to issue one hundred (100) shares of common stock. Said shares to have no par value.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 407 Lincoln Road, Suite 704, Miami Beach, Florida 33139. The name and address of the initial registered agent of this corporation is Laurence Feingold, 407 Lincoln Road, Suite 704, Miami Beach, Florida 33139.

ARTICLE VI - Initial Board of Director

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation:

<u>Name</u>	<u>Address</u>
Tamar Feingold	407 Lincoln Road Suite 704 Miami Beach, Florida 33139

ARTICLE VII - Incorporator

The name and address of the person signing these articles is:

<u>Name</u>	<u>Address</u>
Tamar Feingold	407 Lincoln Road Suite 704 Miami Beach, Florida 33139

ARTICLE VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 21st day of February.

Tamar Feingold
Tamar Feingold

Subscribers

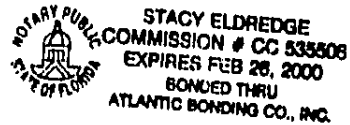
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared Tamar Feingold, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of August, 1996.

 (SEAL)
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



CERTIFICATE DESIGNATING RESIDENT AGENT

FILED
26 AUG 12 11:10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That ALLIED ROYCE, LTD., INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Miami Beach, County of Dade, State of Florida, has named Laurence Feingold, located at 407 Lincoln Road, Suite 704, City Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this State.

ALLIED ROYCE, LTD., INC.

By: Tamar Feingold
Tamar Feingold, President

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Laurence Feingold
Laurence Feingold