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TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: FAHMY & CO.
071514000171

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CONTACT: HANY FAHMY
PHONE: (305) 785-3855
(305) 785-2564

FAX #:

NAME: ROYAL BLUE PROPERTIES, INC
AUDIT NUMBER.....H96000018048
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 27, 1996

BAHMY & CO

MIAMI, FL

SUBJECT: ROYAL BLUE PROPERTIES, INC.
REF: W96000027057

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Terri Buckley
Corporate Specialist

FAX Aud. #: H96000018048
Letter Number: 596A00057454

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14-97

ARTICLES OF INCORPORATION
OF
ROYAL BLUE PROPERTIES, INC

THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES AND
FILES THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

ROYAL BLUE PROPERTIES, INC

ARTICLE II

THE STREET ADDRESS IN THIS STATE OF THE PRINCIPAL OFFICE OF
THIS CORPORATION SHALL BE: 2213 E. ATLANTIC BLVD
POMPANO BEACH, FL 33062

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ARTICLE III

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE, EFFECTIVE
JANUARY 1, 1997.

ARTICLE IV

THE GENERAL NATURE OF THE BUSINESS TO BE CONDUCTED BY THIS
CORPORATION SHALL BE REAL ESTATE INVESTMENT AND FURTHER:

- (1) TO ENGAGE IN ANY AND ALL LAWFUL BUSINESSES, TRADES,
OCCUPATIONS AND PROFESSIONS.
- (2) TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR
PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTED-
NESS AND EXECUTE SUCH MORTGAGE TRANSFERS TO CORPORATE PROPERTY OR
OTHER INSTRUMENTS TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS
AS MAY BE REQUIRED.
- (3) TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORA-
TION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.

HANY FAHMY CPA, P.A.
2213 E. ATLANTIC BLVD.
POMPANO BEACH, FL 33062-5201
(305) 727 3955

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(4) TO ENTER INTO, MAKE, PERFORM AND CARRY OUT CONTRACTS AND AGREEMENTS OF EVERY KIND AND FOR EVERY LAWFUL PURPOSE WITHOUT LIMIT AS TO AMOUNT WITH ANY PERSON, FIRM, ASSOCIATION OR CORPORATION, AND TO TRANSACT ANY FURTHER AND OTHER BUSINESS NECESSARILY CONNECTED WITH THE PURPOSE OF THIS CORPORATION TO CALCULATE TO FACILITATE SAME.

(5) TO CARRY ON ANY OR ALL OF ITS OPERATIONS AND BUSINESSES, AND TO PROMOTE ITS PURPOSES WITHIN THE STATE OF FLORIDA OR ELSEWHERE, WITHOUT RESTRICTION AS TO PLACE OR AMOUNT; AND TO USE, EXERCISE AND ENJOY ALL OF THE GENERAL POWERS OF LIKE CORPORATIONS.

(6) TO DO ANY OR ALL OF THE THINGS HEREIN SET FORTH TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD AS PRINCIPALS, AGENTS, CONTRACTORS OR OTHERWISE, ALONE, OR IN COMPANY WITH OTHERS, AND TO DO AND PERFORM ALL SUCH OTHER THINGS AND ACTS AS MAY BE NECESSARY, PROFITABLE OR EXPEDIENT IN CARRYING ON ANY OF THE BUSINESS OR ACTS ABOVE NAMED.

(7) TO DO ALL THINGS ENUMERATED, SET FORTH AND AUTHORIZED BY FLORIDA STATUTES 1975, SECTION 607.011.

ARTICLE V

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE AS FOLLOWS: 100 SHARES AT ONE DOLLAR (\$1.00) PAR VALUE. THE ENTIRE VOTING POWER OF THE CORPORATION SHALL BE VESTED IN THE COMMON STOCKHOLDERS, AND EACH SHARE OF COMMON STOCK SHALL BE ENTITLED TO ONE VOTE, AS SHALL BE MORE FULLY SET FORTH AND DETERMINED IN THE BY-LAWS OF THIS CORPORATION. OTHER RIGHTS AND INTERESTS ACCRUING TO EACH SHARE OF COMMON STOCK WHICH ARE NOT CONTAINED IN THESE ARTICLES OF INCORPORATION SHALL BE MORE FULLY DETERMINED AND SET FORTH IN THE BY-LAWS.

ARTICLE VI

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 PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

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ARTICLE VII

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BUT SHALL NEVER BE LESS THAN ONE. THE NAME OF THE INITIAL DIRECTOR IS: JOHN F. KUDRON

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ARTICLE VIII

THE NAME OF THE OFFICER OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL HIS SUCCESSOR IS CHOSEN IS:

NAME

JOHN F. KUDRON

OFFICE HELD

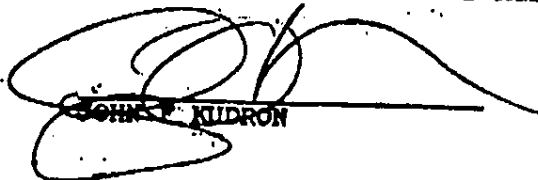
PRESIDENT
AND
SECRETARY/TREASURER

ARTICLE IX

THE STREET ADDRESS OF THE INITIAL REGISTRATION OFFICE OF THIS CORPORATION IS: 2213 E ATLANTIC BLVD
POMPAHO BEACH, FL 33062

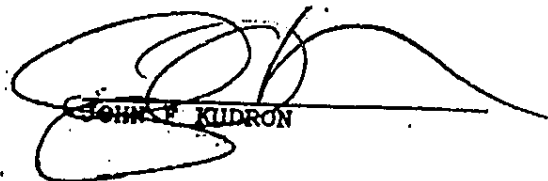
THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: JOHN F. KUDRON

I HEREBY ACCEPT MY APPOINTMENT AS REGISTERED AGENT.


JOHN F. KUDRON

ARTICLE X

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:
JOHN F. KUDRON
2740 NE 17TH ST
FT LAUDERDALE, FL 33306


JOHN F. KUDRON

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