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12/30/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: ~~NEPTUNE DIVE, INC.~~ ROYAL INTERNATIONAL CORP.

AUDIT NUMBER.....H96000018196
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1996

CORPORATE CREATIONS INTERNATIONAL

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CONFLICTS WITH ROYALE INTERNATIONAL, INCORPORATED, P95000067657, FILED ON 08/31/95.

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Dana Calloway
Document Specialist

FAX Aud. #: 896000018196
Letter Number: 896A00057915

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**Articles of Incorporation
of
Royal International Group Inc.**

Article I. Name

The name of this Florida corporation is:
Royal International Group Inc.

Article II. Address

The mailing address of the Corporation is:
Royal International Group Inc.
1120 Holland Drive, Suite 16
Boca Raton FL 33487

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Allan M. Rubin
1120 Holland Drive, Suite 16
Boca Raton FL 33487

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:

Jose Edgard P. Barretto

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-8829
(305) 872-0886

HS6000018198

Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective December 27, 1996

The undersigned incorporator executed these Articles of Incorporation on
January 2, 1997

Corporate Creations International Inc.

By: 

Luis A. Uriarte Vice President

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Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629
(305) 672-0686

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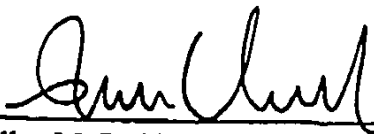
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Royal International Group Inc.

REGISTERED AGENT:
Allan M. Rubin
1120 Holland Drive, Suite 16
Boca Raton FL 33487

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Allan M. Rubin
by L.A. Uriarte as attorney-in-fact

Date: January 2, 1997

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