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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: ROYAL PALM DIVERSIFIED HOLDINGS, INC.
AUDIT NUMBER.....H97000005892
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ARTICLES OF INCORPORATION

OF

ROYAL PALM DIVERSIFIED HOLDINGS, INC.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, heraby forms a corporation under the laws of the State of Florida,

ARTICLE I

The name of this Corporation is: Royal Palm Diversified Holdings, Inc.

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Daniel Kodsi, 11701 Royal Palm Boulevard, Coral Springs, Florida 33065.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
<u>Authorized</u>	<u>Per Share</u>	<u>Stock</u>
15,000,000	\$.001	Common
5,000,000	\$.001	Preferred

THIS INSTRUMENT PREPARED BY:
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ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial street address of the Corporation's registered office is: 11701 Royal Palm Boulevard, Coral Springs, Florida 33065 and the name of its initial registered agent at such office is Daniel Kodsi.

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ARTICLE VII

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

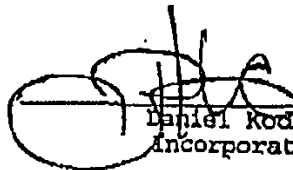
ARTICLE VIII

The name of the Incorporator is: Daniel Kodesi and the address of the Incorporator is 11701 Royal Palm Boulevard, Coral Springs, Florida 33065.

ARTICLE IX

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of April, 1997.


Daniel Kodesi
Incorporator

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

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

FIRST - THAT ROYAL PALM DIVERSIFIED HOLDINGS, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH
IT'S PRINCIPAL PLACE OF BUSINESS AT 11701 Royal Palm Boulevard,
Coral Springs, Florida 33065, STATE OF FLORIDA, HAS NAMED DANIEL
KODSI, 11701 Royal Palm Boulevard, Coral Springs, Florida 33065
IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA,

SIGNATURE:

DANIEL KODSI

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.

DANIEL KODSI

SIGNATURE:

DATE:

4/8/97

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