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BRENT E. BERESH, P.A.
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May 7, 1997

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*****70.00 *****70.00

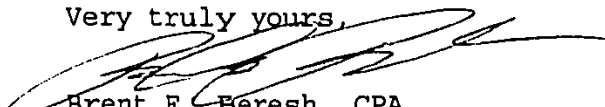
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Gentlemen:

Enclosed are the Articles of Incorporation of ROYCE INDUSTRIES, Inc. Please apply my check for \$70.00. ~~From the Royce Industries, Inc. filing which I have canceled and was sent May 6, 1997.~~

Please return an acknowledgment of incorporation. If additional information is required, please advise.

Very truly yours,


Brent E. Beresh, CPA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 15 1997

05/19/97

ARTICLES OF INCORPORATION
OF
ROYCE INDUSTRIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 1980

ARTICLE I NAME

The name of the corporation is ROYCE INDUSTRIES, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Secretary of State.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of this corporation is 1580 N.W. BOCA RATON BLVD., SUITE 5, BOCA RATON, FL 33432 and the name of the initial registered agent of this corporation at that address is BRENT E. BERESH.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

BRENT E. BERESH 6355 SWEET MAPLE LN., BOCA RATON, FL. 33433

ARTICLE VIII- INCORPORATORS

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

BRENT E. BERESH 6355 SWEET MAPLE LANE, BOCA RATON, FL. 33433

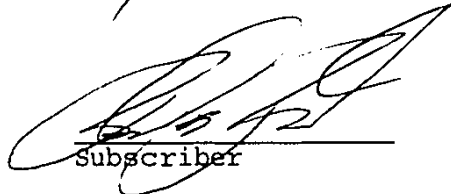
ARTICLE IX- INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X- AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7TH day of MAY, 1997


Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BRENT E. BERESH known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and BRENT E. BERESH 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 7TH day of MAY, 1997.


Notary Public, State of Florida
at Large

My Commission Expires:



DONNA J. POTT
MY COMMISSION # CC326119 EXPIRES
October 25, 1997
BONDED THRU TROY FAHM INSURANCE, INC.

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

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

ROYCE INDUSTRIES, 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 Boca Raton, County of
Palm Beach, State of Florida, has named Brent E. Beresh located
at 1580 N.W. Boca Raton Blvd., Suite 5, Boca Raton, Fl. 33432
County of Palm Beach, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provisions of said act relative to keeping open said office.

BY: 

FILED
SECRETARY OF STATE
FLA.