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OLLE, MACAULAY & ZORRILLA, P.A.

ATTORNEYS AT LAW

1402 MIAMI CENTER

201 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

(305) 358 - 9200
TELECOPIER (305) 358 - 9617

E-MAIL: omzpa@miami-law.com
WEBSITE: www.miami-law.com

VIA UPS

May 29, 1997

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Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

ROYAL CUP OF SOUTH FLORIDA CORPORATION


Ladies and Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Incorporation of the captioned company. Also enclosed is a check in the amount of \$122.50 made payable to the Florida Secretary of State to cover the required filing and certified copy fees.

Please forward the certified copy of the Articles of Incorporation to me in the enclosed prepaid UPS envelope.

If you have any questions, please feel free to call me.

Sincerely,



Margaret O'D. Ryder
Legal Assistant

MODR
Enclosures

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FILED
97 MAY 30 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROYAL CUP OF SOUTH FLORIDA CORPORATION

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ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Royal Cup of South Florida Corporation and its business mailing address is 5768 N.W. 98th Place, Miami, Florida 33178.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 201 South Biscayne Boulevard, Suite 1402, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Robert B. Macaulay, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

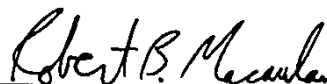
The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Sanky Subance	5768 N.W. 98th Place Miami, Florida 33178

ARTICLE VII - INCORPORATOR

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

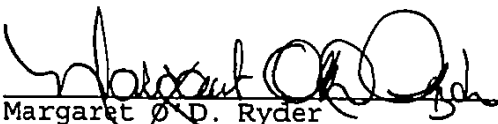
<u>Name</u>	<u>Address</u>
Robert B. Macaulay	201 South Biscayne Boulevard Suite 1402 Miami, Florida 33131



Robert B. Macaulay, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation of Royal Cup of South Florida Corporation were acknowledged before me this 29th day of May, 1997, by Robert B. Macaulay, as Incorporator, who is personally known to me.


Margaret O'D. Ryder
Notary Public, State of Florida

My Commission Expires: _____



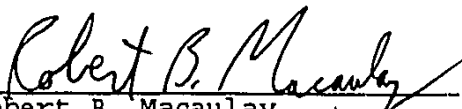
Margaret O'D. Ryder
MY COMMISSION # CC555590 EXPIRES
September 15, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

(SEAL)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Royal Cup of South Florida Corporation, Robert B. Macaulay hereby agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: May 29, 1997


Robert B. Macaulay

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TALLAHASSEE, FLORIDA