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95-56321-3 TRIPLE CHECK

256 P81

JUN 25 1997 16:53



ROYALE MANAGEMENT SERVICES, INC.
2319 N. Andrews Avenue • Fort Lauderdale, FL 33311
Sanduary Centre, 4800 N. Federal Hwy., Suite 307-D • Boca Raton, FL 33431
(954) 563-1269 • FAX (954) 563-2153 • (561) 861-0012



6/25/97

**FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: ROYALE MANAGEMENT SERVICES, INC.
CONTACT: STEVEN WEIL
PHONE: (954) 563-1269

ACCT#: 075136002300

FAX #: (954) 563-2153

NAME: RMS PARTNERS, INC.

AUDIT NUMBER.....H97000010538

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

9N 6-26-97

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FILED
97 JUN 26 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RMS Partners, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be RMS Partners, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLES III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500000 shares of common stock having a par value of \$0.01 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2319 N. Andrews Avenue, Fort Lauderdale, Florida 33311, and the name of the original registered agent of the corporation at that address is Royale Management Services, Inc. The initial mailing address shall be RMS Partners, Inc., 2319 N Andrews Avenue, Fort Lauderdale, FL 33311.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Royale Management Services, Inc.
2319 N Andrews Avenue, Fort Lauderdale, FL 33311
(954) 663-1808

FAX AUDIT #

H97000010538

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ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until successors are elected or appointed is:

Steven J. Weil

2319 N Andrews Avenue

Fort Lauderdale, FL 33311

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Steven J. Weil

2319 N Andrews Avenue

Fort Lauderdale, FL 33311

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this day of 19.


Steven J. Weil

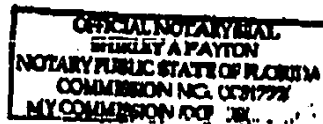
(SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 25 day of June, 1997 by


Notary Public, State of Florida at Large

My commission expires on: _____



Prepared by:

Royale Management Services, Inc.
2319 N Andrews Avenue, Fort Lauderdale, FL 33311
(954) 663-1868

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9545632153 TRIPLE CHECK

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FAX AUDIT # H97000010538

FILED
JUN 26 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

RMS Partners, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.034,
the following is submitted:

The above corporation, desiring to organize under the laws
of the state of florida with its registered office as
indicated in the Articles of Incorporation at 2319 N.
Andrews Avenue, Fort Lauderdale, Florida 33311 has named
Royale Management Services, Inc. located at the aforesaid
address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation at the place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provisions of Florida Law in
keeping open said office.

Theresa M. Weil / Sec / Treas
(registered agent) Royale Management
Services Inc



Prepared by:

Royale Management Services, Inc.
2319 N Andrews Avenue, Fort Lauderdale, FL 33311
(954) 663-1234

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