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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ROYAL PALM GULF COAST, INC.

AUDIT NUMBER.....H97000011693

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

ROYAL PALM GULF COAST, 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

The name of this Corporation is: Royal Palm Gulf Coast, Inc.

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 10498 Wild Turkey Avenue, Bonita Springs, Florida 34135.

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:
GIGI J. TANGHE, ESQ.
13701 N.E. 1 AVENUE
MIAMI, FLORIDA 33161
PHONE: (305) 439-1777
FLORIDA BAR NO. 0062987

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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: 10498 Wild Turkey Avenue, Bonita Springs, Florida 34135 and the name of its initial registered agent at such office is Steven M. Goldfarb.

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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.

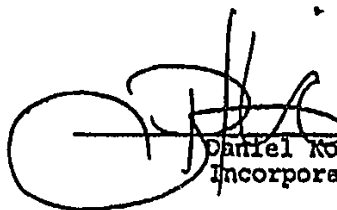
ARTICLE VIII

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 9th day of July, 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 GULF COAST, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL
PLACE OF BUSINESS AT 10498 Wild Turkey Avenue, Bonita Springs,
Florida 34135, STATE OF FLORIDA, HAS NAMED STEVEN M. GOLDFARB,
10498 Wild Turkey Avenue, Bonita Springs, Florida 34135, AS IT'S
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

STEVEN M. GOLDFARB

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.

STEVEN M. GOLDFARB

SIGNATURE: 

DATE: 7/14/97

ARTICLES OF INCORPORATION

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