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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
CONTACT: DEBRA H CHRYSTIE
PHONE: (954)462-3300

ACCT#: 076067004147

FAX #: (954)763-2439

NAME: W.W. ROYAL PALM, INC.

AUDIT NUMBER.....H97000018637

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H97000018637

ARTICLES OF INCORPORATION
OF
W.W. ROYAL PALM, INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of W.W. ROYAL PALM, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is W.W. ROYAL PALM, INC. and the street address of the initial principal office of the Corporation is 4000 North Federal Highway, Suite 204, Boca Raton, Florida 33431.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of \$1.00 par value Common Stock.

PREPARED BY: Marshall J. Emas, Esquire
English, McCaughan & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 282073

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and her successor shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

Name

Address

Gloria Fiveson

4000 North Federal Highway
Suite 204
Boca Raton, Florida 33431

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Name

Address

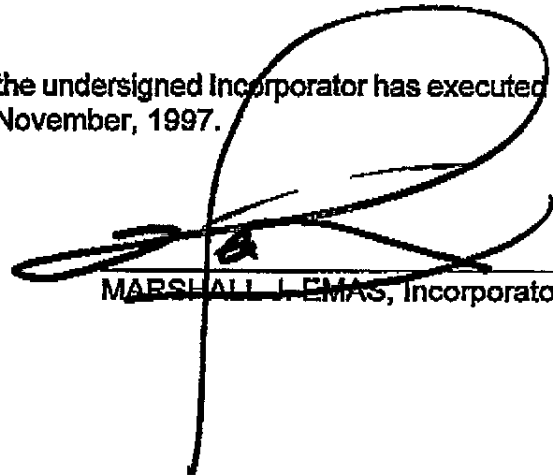
Marshall J. Emas, Esquire

100 Northeast Third Avenue
Suite 1100
Fort Lauderdale, Florida 33301

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of November, 1997.



MARSHALL J. EMAS, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for W.W. ROYAL PALM, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: November 10, 1997

By: Debra H. Chrystie
DEBRA H. CHRYSTIE, Assistant
Secretary

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SECRETARY
TALLAHASSEE, FLORIDA