

ANTHONY J. BEISLER III
ALSO MEMBER TEXAS BAR

LAW OFFICES
ANTHONY J. BEISLER III, P.A.
1001 NORTHEAST 26TH STREET
FORT LAUDERDALE, FLORIDA 33305
(305) 565-1607

P98000034638

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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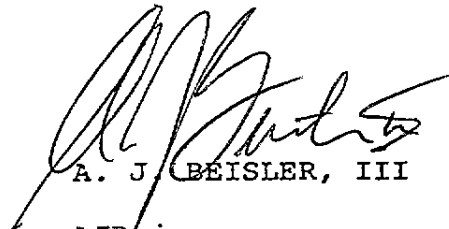
Gentlemen:

Enclosed herewith for filing are papers for the incorporation of

Please find a check for the necessary Charter Tax, filing fee, certified copy, reservation of name, and registration of Designated Resident Agent.

Your cooperation is appreciated. If there are any questions, concerning any of this, please contact this office as we represent the incorporator.

Sincerely,


A. J. BEISLER, III
AJB:je

FILED
98 APR 21 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

44-22-98

ARTICLES OF INCORPORATION
OF
ROYALTY SYSTEMS, INC.

FILED
98 APR 21 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and execute the following articles of Incorporation for the purpose of forming a Corporation.

ARTICLE I

The name of the corporation shall be: ROYALTY SYSTEMS, INC.

and its initial post office address and its principle office for the conduct of business is: 1001 N.E. 26th Street
Ft. Lauderdale, Fl. 33305

ARTICLE II

The corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE III

The general purpose of the corporation is to conduct, engage in, or transact any or all lawful business by which any corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV

The amount of capital with which the corporation will begin business is \$ 100.00 . The corporation is authorized to issue 100 shares of common stock at \$ 1.00 par value.

ARTICLE V

The corporation shall have its initial registered
office at: 1001 NE 26th Street
Ft. Lauderdale, Fl. 33305

and

ANTHONY J. BEISLER III will be the initial resident
agent at said address.

ARTICLE VI

The corporation shall have one director constituting
the initial Board of Directors. The number of directors may
be increased or diminished hereafter and from time to time
as provided by the By-laws. The name and address of the
initial Board of Directors is as follows:

ANTHONY J. BEISLER III
1001 NE 26th Street
Ft. Lauderdale, Fl. 33305

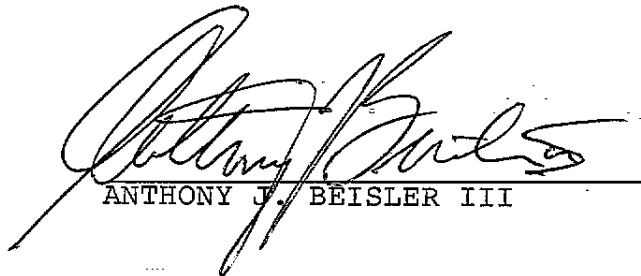
ARTICLE VII

The name and address of the incorporator and initial
registered agent is as follows: Anthony J. Beisler III
1001 NE 26th Street
Ft. Lauderdale, Fl. 33305

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law and every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholders meeting by the majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his seal and subscribed his name on this 20th day of APRIL, 1998.


ANTHONY J. BEISLER III

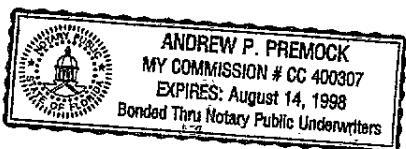
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, the undersigned officer, personally appeared ANTHONY J. BEISLER III who is personally known to me, and acknowledges that he is the person who signed the attached and foregoing instrument for the purposes stated therein.

WITNESS my hand and official seal in the County and State aforesaid on this 20th day of APRIL, 1998.


NOTARY PUBLIC

My Commission expires:



STATE OF FLORIDA
OFFICE SECRETARY OF STATE

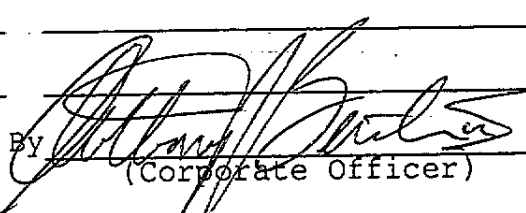
Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

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

First-That ROYALTY SYSTEMS, INC.
a coporation duly organized and existing under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation at City of FT. LAUDERDALE County of BROWARD State of FLORIDA has named ANTHONY J. BEISLER III located at 1001 NE 26th Street, Ft. Lauderdale, Fl. 33305
(Street address and number of building, P.O. Box address not acceptable)
City of Ft. Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICERS:	AFFIX TITLES:	SPECIFIC ADDRESS
	NAME	
		1001 NE 26th Street
	Anthony J. Beisler III	Pres./ SEC. Ft. Lauderdale, Fl. 33305

DIRECTORS: (XXXXXX required by law)	SPECIFIC ADDRESS
NAME	
ANTHONY J. BEISLER III	SAME AS ABOVE

By 
(Corporate Officer)

ACKNOWLEDGEMENT: (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 provision of said Act relative to keeping open said office.

By 
(Resident Agent)

It is necessary to file this certificate within thirty days after filing Certificate of Incorporation, as to domestic Corporations and within thirty days after issuance of permit to foreign coporations; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors.

FILED
98 APR 21 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA