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July 14, 1998

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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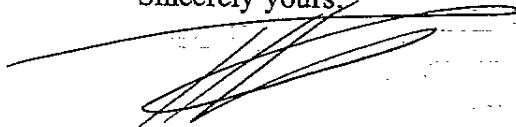
Re: **Royal Poinciana Management Corp.**

Dear Sir or Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for the above-referenced company, together with a check in the amount of \$122.50 to cover the costs of Florida incorporation. Please furnish the undersigned with a certified copy of the Articles of Incorporation subsequent to filing same.

Thank you for your prompt attention to this matter.

Sincerely yours,


Martin V. Katz

MVK:tcs
Enclosures

FILED
98 JUL 16 PM 2: 16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
ROYAL POINCIANA MANAGEMENT CORP.

FILED
98 JUL 16 PM 2:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be ROYAL POINCIANA MANAGEMENT CORP.
(the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 8052 7th Place South, West Palm Beach, Florida a
33411.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 8052 7th Place South, West Palm Beach, Florida 33411 and the name of the initial registered agent of this Corporation at that address is John E. Grosskopf.

ARTICLE VIII

Board of Directors

This Corporation shall have one (1) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial directors of this Corporation are as follows:

John E. Grosskopf

8052 7th Place South
West Palm Beach, FL 33411

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification


The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: John E. Grosskopf, 8052 7th Place South, West Palm Beach, FL 33411.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 13 day of July, 1998.



JOHN E. GROSSKOPF, Incorporator

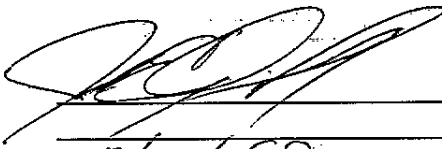
CERTIFICATE DESIGNATING PLACE OF BUSINESS

OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

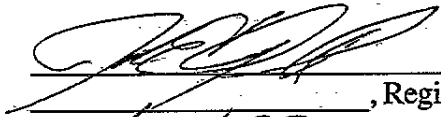
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT, ROYAL POINCIANA MANAGEMENT CORP. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 8052 7TH PLACE SOUTH, WEST PALM BEACH, FLORIDA 33411, HAS NAMED JOHN E. GROSSKOPF AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


_____, Incorporator
7/13/98

(Date)

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.


_____, Registered Agent
7/13/98

(Date)

FILED
98 JUL 16 PM 2:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA