



LAW OFFICES

**STEINBERG
& YAFFE, P.A.**

767 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140-3413

MIAMI-DADE (305) 538-2344

BROWARD (954) 462-2344

FAX (305) 538-0419

E-MAIL INBOX@SENATORLAW.COM

PAUL B. STEINBERG*

ROBERT H. YAFFE

RICHARD L. STEINBERG

MORRIS L. STEINBERG (1908-1997)

*ALSO ADMITTED IN WASH., D.C.

P98000094603

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 AM 10:37

November 3, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ROYAL OCEAN BEACH, INC.

Gentlemen:

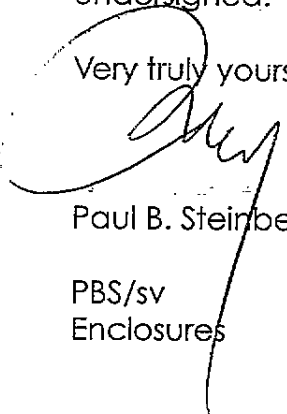
000002680860--0
-11/05/98--01028--014
****122.50 *****78.75

Enclosed herewith please find the original and a copy of the Articles of Incorporation of Royal Ocean Beach, Inc., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One Hundred Twenty Two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.

Very truly yours,


Paul B. Steinberg

PBS/sv
Enclosures

PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

NEW YORK
ASSOCIATED OFFICE
276 FIFTH AVENUE
SUITE 604
NEW YORK, N.Y. 10001
(212) 532-0008

ARTICLES OF INCORPORATION
OF
ROYAL OCEAN BEACH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 AM 10:37

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:

ROYAL OCEAN BEACH, INC.

ARTICLE II.
Nature of Business

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

ARTICLE III.
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$5.00 par value. The corporation will begin business with \$500.00 in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV.
Principal Place of Business

The street address of the initial principal place of business of the corporation shall be 767 Arthur Godfrey Road, Miami Beach, Florida 33140, or such other location as the Board

of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one.

**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is:

JOSH SHAINBERG
385 Grand Street, Suite L-806
New York, New York 10002

**ARTICLE VIII.
Officers**

The name and street address of the officers of this corporation is:

NAME/ADDRESS	POSITION
JOSH SHAINBERG 385 Grand Street, Suite L-806 New York, New York 10002	President/Director

ALEX NAROD
385 Grand Street, Suite L-806
New York, New York 10002

Secretary/Director

LARYSSA SHAINBERG
385 Grand Street, Suite L-806
New York, New York 10002

Treasurer

ARTICLE VIII.
Registered Office & Registered Agent

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is PAUL B. STEINBERG.


IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 2 day of November, 1998.


JOSH SHAINBERG
Subscriber

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JOSH SHAINBERG, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 2 day of November, 1998.

 Paul B Steinberg
My Commission CC700924
Expires December 8, 2001


NOTARY PUBLIC
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for
ROYAL OCEAN BEACH, INC. and agrees to comply with the provisions of these Articles and
the applicable Florida Statutes.

Dated this 2 day of November, 1998.


PAUL B. STEINBERG
Registered Agent

98 NOV 5 AM 10:37
DIVISION OF CORPORATIONS
SECRETARY OF STATE