

11/13/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255
FAX #: (305)541-3770

NAME: ROYAL INDUSTRIES, INC.

AUDIT NUMBER.....H98000021197

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

CERT. OF STATUS..0

PAGES..... 5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 11/16/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1998

EMPIRE

SUBJECT: ROYAL INDUSTRIES, INC.
REF: W98000025673

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE NAME CONFLICT IS "ROYAL INDUSTRIES CORPORATION", DOCUMENT NUMBER 585035.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

FAX Aud. #: H98000021197
Letter Number: 198A00054917

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ARTICLES OF INCORPORATION
OF

Royal Industries & Distribution, Inc.

98 NOV 13 AM 8:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following articles of incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:
Royal Industries & Distribution, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the board of directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR(S)

The name and address of the initial incorporator(s) and subscriber hereto is as follows:

Benjamin Rogatinsky
7700 NW 37th ave
Miami, FL 33147

Prepared By: Samuel S. Rogatinsky, P.A.
7700 NW 37th ave
Miami, FL 33147
Tel: (305) 691-2800 (Florida Bar Number: 0021490)

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the board of directors of the corporation. The names and addresses of the parties who are to serve as director(s) until the next election are as follows:

Reuben Rogatinsky - Director
7700 NW 37th Ave
Miami, FL 33147

Benjamin Rogatinsky - Director
7700 NW 37th Ave
Miami, FL 33147

The board of directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President, and such other offices as the board of directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Reuben Rogatinsky - President
7700 NW 37th Ave
Miami, FL 33147

Benjamin Rogatinsky - V.P.
7700 NW 37th Ave
Miami, FL 33147

ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS

The street address for the initial place of business is:

7700 NW 37th Ave
Miami, FL 33147

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

Benjamin Rogatinsky
7700 NW 37th Ave
Miami, FL 33147

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IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 13 day of November, 1998.


Benjamin Rogatinsky

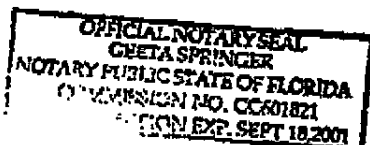
STATE OF FLORIDA
COUNTY OF Dade SS:

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Benjamin Rogatinsky, known by me to be the person(s) who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13 day of November, 1998.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.


 Benjamin Rogatinsky
DATED: 11 / 13 / 98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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