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TO:

Division of Corporations  
Fax Number : (850) 922-4001

From: Merri M. Lahner, CLA, CFLA

Account Name : GREENBERG TRAUIG (WEST PALM BEACH)  
Account Number : 075201001473  
Phone : (561) 650-7900  
Fax Number : (561) 655-6222

Our File No.: 20821.050000

**FLORIDA PROFIT CORPORATION OR P.A.**

**Royal Poinciana Acquisition Corp.**

Certificate of Status	1
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF  
ROYAL POINCIANA ACQUISITION CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Royal Poinciana Acquisition Corp. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

777 South Flagler Drive, Suite 300 East  
West Palm Beach, FL 33401

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue one hundred shares with a par value of one mill per share of common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

Prepared by: David M. Layman, Esq.  
Greenberg, Traurig et al  
777 South Flagler Drive, Suite 300 East  
West Palm Beach FL 33401  
Telephone: 561-650-7900  
Fax: 561-655-6222  
FL Bar No.294470

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ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

David M. Layman, Esq.  
Greenberg Traurig, P.A.  
777 South Flagler Drive  
Suite 300 - East Tower  
West Palm Beach, FL 3341

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

David M. Layman, Esq.  
Greenberg Traurig, P.A.  
777 South Flagler Drive  
Suite 300 - East Tower  
West Palm Beach, FL 33401

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of January, 1999.

  
David M. Layman, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 12th day of January, 1999.

  
\_\_\_\_\_  
David M. Layman

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