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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 13 PM 2:38

ACCOUNT NO. : 072100000032

REFERENCE : 550927 4301772

AUTHORIZATION : *Patricia Pyguts*

COST LIMIT : \$ 70

ORDER DATE : January 13, 2000

ORDER TIME : 11:21 AM

ORDER NO. : 550927-005

600003097606--6

CUSTOMER NO: 4301772

CUSTOMER: Mr. Gerard Rath
PAVIA & HARCOURT
PAVIA & HARCOURT
600 Madison Av.
12th Fl.
New York, NY 10022

DOMESTIC FILING

NAME: OCEANSIDE PALMS ESTATE CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32311
[Signature]

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ARTICLES OF INCORPORATION

OF

OCEANSIDE PALMS ESTATE CORP.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is:

OCEANSIDE PALMS ESTATE CORP.

SECOND: The street address, wherever located, of the principal office of the corporation is

The mailing address, wherever located, of the corporation is:

600 Madison Avenue
12th Floor
New York, NY 10022

THIRD: The number of shares that the corporation is authorized to issue is 1,500, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

Mario Gazzola

ADDRESS

c/o Pavia & Harcourt
600 Madison Avenue, 12th Floor
New York, NY 10022

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

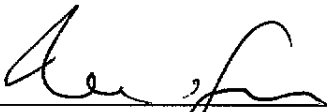
SEVENTH: The purposes for which the corporation is organized are as follows:

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law and to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on January 12, 2000



Mario Gazzola, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

Date: 1-13-00

By: Deborah D. Skipper
Deborah D. Skipper
as its agent

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