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LAW OFFICES OF
THOMAS J. THOMAS, P.A.

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Palm Beach, Florida 33480
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Thomas J. Thomas
Board Certified Attorney
In the Areas of Wills, Trusts,
Estates and Taxation

14155 U.S. Highway One
Suite 304
Loggerhead Plaza
Juno Beach, Florida 33408
Telephone: (561) 775-9155
Fax: (561) 775-0270

EFFECTIVE DATE
12/15/97

December 17, 1997

000002376560-5
-12/18/97-01063-013
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Greater Tampa Bay Affiliates, Inc.

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for the above-named corporation, along with a check to cover the following expenses:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

PLEASE NOTE THAT THESE ARTICLES ARE TO BE EFFECTIVE ON THE DATE OF SUBSCRIPTION AND ACKNOWLEDGEMENT THERETO (i.e. DECEMBER 15, 1997) PURSUANT TO FLORIDA STATUTES SECTION 607.0203(1).

Please mail the certified copy to the above Juno Beach address. Thank you for your attention to this matter.

Yours truly,

Thomas J. Thomas
Thomas J. Thomas

TJT/jms

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM-12/19/97

ARTICLES OF INCORPORATION

OF

GREATER TAMPA BAY AFFILIATES, INC.

EFFECTIVE DATE
12/15/97

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of this corporation is GREATER TAMPA BAY AFFILIATES, INC.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have the authority to issue is 1,000; all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address and mailing address of the initial corporate office of the corporation is 801 West Bay Drive, Suite 428, Largo, Florida 33770.

5.02 The name and address of the initial Resident Agent for this corporation to accept service of process within the State of Florida is Thomas J. Thomas, 14155 U.S. Highway One, Suite 304, Juno Beach, Florida 33408.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is Thomas J. Thomas, P.A., 14155 U.S. Highway One, Suite 304, Juno Beach, Florida 33408.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

6.02 Said incorporator is a professional corporation organized under the laws of Florida, and is currently in good standing therein.

ARTICLE SEVEN

7.01 Five directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Phil Esposito	5100 Pilgrams Pathway Unit H Tampa, Florida 33611
Curtis Lorber	105 Duane Street Suite 48F New York, New York 10007
John Rivera	105 Duane Street Suite 48F New York, New York 10007
Jerome Drizin	801 West Bay Drive Suite 428 Largo, Florida 33770
Thomas J. Thomas	14155 U.S. Highway One Suite 304 Juno Beach, Florida 33408

ARTICLE EIGHT

Nothing in these articles of incorporation shall be taken to limit the power of this corporation.

IN WITNESS WHEREOF, the undersigned has made, and subscribed these Articles of Incorporation this 15th day of December, 1997.

Pursuant to Florida Statute §607.0203(1), these Articles shall be effective on the date of subscription and acknowledgement hereto.

INCORPORATOR:

THOMAS J. THOMAS, P.A.

By: Thomas J. Thomas
Thomas J. Thomas, President

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15th day of December, 1997, by Thomas J. Thomas, President of Thomas J. Thomas, P.A., who personally appeared before me, and (check one) who is personally known to me (or, if not personally known to me) _____ who has produced _____ as identification, and who did not take an oath.

NOTARY PUBLIC:

Janet M. Bennett
Sign above and Print Name

Here: _____
My commission number, if any, is _____

OFFICIAL NOTARY SEAL
JANET M BENNETT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC665624
MY COMMISSION EXP. JULY 21, 2001

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

Greater Tampa Bay Affiliates, Inc., is a corporation organized under the laws of the State of Florida, with its principal office at 801 West Bay Drive, Suite 428, Largo, Florida, in the County of Pinellas, State of Florida, has named Thomas J. Thomas, 14155 U.S. Highway One, Suite 304, Juno Beach, Florida 33408, its agent to accept service of process within this state.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Phil Esposito	Vice President	5100 Pilgrams Pathway Unit H Tampa, Florida 33611
Curtis Lorber	President	105 Duane Street Suite 48F New York, New York 10007
John Rivera	Vice President	105 Duane Street Suite 48F New York, New York 10007
Jerome Drizin	Executive Vice President	801 West Bay Drive Suite 428 Largo, Florida 33770
Thomas J. Thomas	Vice President Secretary/Treasurer	14155 U.S. Highway One Suite 304 Juno Beach, Florida 33408

DIRECTORS

Phil Esposito	5100 Pilgrams Pathway Unit H Tampa, Florida 33611
Curtis Lorber	105 Duane Street Suite 48F New York, New York 10007
John Rivera	105 Duane Street Suite 48F New York, New York 10007
Jerome Drizin	801 West Bay Drive Suite 428 Largo, Florida 33770
Thomas J. Thomas	14155 U.S. Highway One Suite 304 Juno Beach, Florida 33408

INCORPORATOR:

THOMAS J. THOMAS, P.A.

By: *Thomas J. Thomas*
Thomas J. Thomas, President

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in office as required by law.

Thomas J. Thomas
Thomas J. Thomas, Resident
Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA