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ACCOUNT NO. : 072100000032
REFERENCE : 799131 4323164
AUTHORIZATION : Patricia Pignatelli
COST LIMIT : \$ 70.00

ORDER DATE : April 28, 1998
ORDER TIME : 11:03 AM
ORDER NO. : 799131-005
CUSTOMER NO: 4323164
CUSTOMER: Mitchell J. Baker, Esq
PIRRO, COLLIER, COHEN, &
HALPERN, LLP
One North Lexington Avenue
15th Floor
White Plains, NY 10601

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DIVISION OF CORPORATIONS
98 APR 29 PM 3:08

900002505389-4

DOMESTIC FILING

NAME: ~~DISTINCTIVE PROPERTIES OF
ET. LAUDERDALE, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS:

2544.
W98-9649

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5/1/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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April 29, 1998

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: DISTINCTIVE PROPERTIES OF FT. LAUDERDALE, INC.
Ref. Number: W98000009649

We have received your document for DISTINCTIVE PROPERTIES OF FT. LAUDERDALE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Claretha Golden
Document Specialist

Letter Number: 798A00023411

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TALLAHASSEE, FLORIDA 32314
DEPARTMENT OF STATE

ARTICLES OF INCORPORATION

OF

1800 S.E. 10TH AVENUE CORP.

FILED
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DIVISION OF CORPORATIONS
98 APR 29 PM 3:08

The undersigned, being an individual, 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 1800 S.E. 10TH AVENUE CORP.

SECOND: The street address, wherever located, of the principal office of the corporation is c/o Pirro, Collier, Cohen & Halpern, LLP, One North Lexington Avenue, White Plains, New York 10601.

The mailing address, wherever located, of the corporation is c/o Pirro, Collier, Cohen & Halpern, LLP, One North Lexington Avenue, White Plains, New York 10601.

THIRD: The number of shares that the corporation is authorized to issue is two hundred, all of which are without par value and are of the same class and are to be 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:

<u>NAME</u>	<u>ADDRESS</u>
Margie Diaz	375 Hudson Street, 11th Floor New York, New York 10014

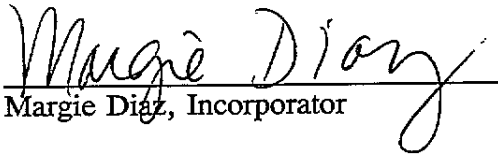
SIXTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: 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.


NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on April 27, 1998.


Margie Diaz, 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

By: 
Vicki Schreiber, Asst. Vice-President

Date: April 27, 1998