

JOHN PETER M CABE
ATTORNEY AT LAW
265 SUNRISE AVE
SUITE 204
PALM BEACH, FL 33480
PHONE (407) 832-5696
FAX (407) 859-5371

FILED
95 APR -3 1110:39
TALLAHASSEE, FLORIDA

P95000027272

March 30, 1995

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

4-30-95

RECEIVED
04/04/95
444122.50

Re: Lot 19 Phipps Estates Corp.

Gentlemen:

Enclosed you will find two Articles of Incorporation for Lot 19 Phipps Estates Corp. to be filed. Also enclosed is check #1711 in the amount of \$122.50 which represents the following:

\$35.00	filing fee
\$35.00	registered agent fee
\$52.50	certified copy fee.

Please mail one certified copy of the filed Articles of Incorporation back to me:

John P. McCabe, Esq.
265 Sunrise Avenue
Suite 204
Palm Beach, FL 33480.

If you have any questions or require additional information, please call me at 407-832-5696.

Very truly yours,


John P. McCabe

JPM:llb
c:\wp\forms\aci-sos.01
Enclosures

BROWN APR - 6 1995

EFFECTIVE DATE
4-30-95

FILED
95 APR -3 AM 12:39
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Lot 19 Phipps Estates Corp.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Lot 19 Phipps Estates Corp. The principal place of business of this corporation shall be 265 Sunrise Avenue, Palm Beach, FL 33480.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33480, and the name of the registered agent of the corporation at that address is John Peter McCabe, Esq.

ARTICLE V. EFFECTIVE DATE OF INCORPORATION

These Articles of Incorporation shall be effective as of April 30, 1995.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

John Peter McCabe, Esq.
265 Sunrise Avenue
Palm Beach, Florida 33480

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 28th day of March, 1995.



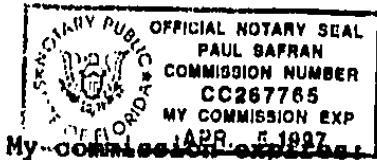
John Peter McCabe

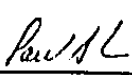
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

SS:

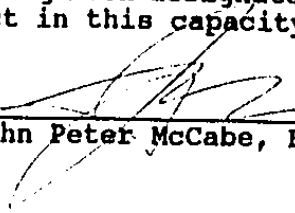
The foregoing instrument was acknowledged before me this 28th day of March, 1995, by John Peter McCabe, who is personally known to me and who did take an oath.





Notary Public

John Peter McCabe, Esq., having been designated to act as Registered Agent, hereby agrees to act in this capacity.



John Peter McCabe, Esq.

FILED
95 APR -3 AM 10:39
NOTARY PUBLIC STATE OF FLORIDA

CONTACT:

P950000 27272

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip)

(Phone #)

95 APR 21 1995

700001461517
-04/20/95--01077--011
*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

700001461517
-04/20/95--01077--012
*****52.50 *****52.50

1. Lot 19 Phipps Estates Corp
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

RUSH

- Walk in Pick up time _____
- Mail out Will wait Photocopy

Certified Copy

Certificate of Status

CERTIFICATE OF GOOD STANDING

95 APR 21 PM 3:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ALL CHARTER BOOKS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

April 20, 1995

3CC FILING & SEARCH SERVICES

TALLAHASSEE, FL 32301

SUBJECT: LOT 19 PHIPPS ESTATES CORP.
Ref. Number: P95000027272

We have received your document for LOT 19 PHIPPS ESTATES CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

IT IS NOT POSSIBLE TO AMEND THE INCORPORATION DATE OR EFFECTIVE DATE OF INCORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 095A00018729

*Corrected &
Resubmitted
4/21/95*

Articles of Amendment
of
LOT 19 PHIPPS ESTATES CORP.

FILED
95 APR 21 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Vice President and Secretary of the Corporation, under the Florida General Corporation Act, adopt the following Articles of Amendment to the Articles of Incorporation.

First: The following provisions of the Articles of Incorporation of LOT 19 PHIPPS ESTATES CORP., a Florida Corporation, filed in Tallahassee on April 3, 1995, be, and hereby are, amended in the following ways:

1. "Article 1" shall be deleted in its entirety and replaced with the following:

"Article I: The name of the corporation is GHISLAINE CORP."

2. "Article V" shall be deleted in its entirety and replaced with the following:

"Article V: These Articles shall be effective as of the date of filing.

3. All other articles in the Articles of Incorporation shall remain unchanged.

Second: The foregoing amendments were adopted, approved and ratified by the Stockholders and Directors of the corporation on the 17th day of April 1995.

Third: Each amendment contained herein shall be effective upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have, under penalties of perjury, executed these Articles of Amendment this 17 day of April 1995.



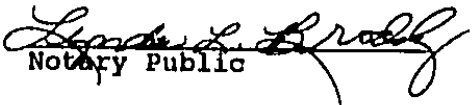
A. Paul Prospero
Vice President



A. Paul Prospero
Secretary

State of Florida)
County of Palm Beach) SS:

The foregoing Articles of Amendment was acknowledged before me
this 17th day of April 1995, by A. Paul Prospero, the Vice
President and Secretary for Lot 19 Phipps Estate Corp., now known
as Ghislaine Corp.



Notary Public

My commission expires: 6/24/98



FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION ANNUAL REPORT 1996
 FLORIDA DEPARTMENT OF STATE
 Sandra H. Morham
 Secretary of State
 DIVISION OF CORPORATIONS

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 SEP 16 AM 9:39

DOCUMENT # **P9500024272**
 1. Corporation Name
GHISLAINE CORP.

Principal Place of Business Mailing Address
358 EL BRILLO WAY 358 EL BRILLO WAY
PALM BEACH, FL 33480 PALM BEACH, FL 33480

3. Date Incorporated or Qualified **04/30/95** 3a. Date of Last Report

2. Principal Place of Business 2a. Mailing Address
21 **2a**

4. FEI Number **65-0590904** Applied For
 Not Applicable

Buite, Apt. #, etc. Buite, Apt #, etc.
22 **27**

5. Certificate of Status Desired **\$0.75 Additional Fee Required**

City & State City & State
23 **28**

6. Election Campaign Financing **\$5.00 May Be Added to Fees**
 Trust Fund Contribution

Zip Country Zip Country
24 **25** **29** **30**

7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

EPSTEIN, JEFFREY E.
358 EL BRILLO WAY
PALM BEACH, FL 33480

81 Name **same as 9**

82 Street Address (P.O. Box Number is Not Acceptable)

83 **500001963415**
-10748296-01013-013

84 City **FL** Zip **33480**

11. Pursuant to the provisions of Sections 607.0502 and 607.1806, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0506, Florida Statutes.

SIGNATURE **Jeffrey E. Epstein** **9/9/96** DATE
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when resigning)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EPSTEIN, JEFFREY E.	1.2 NAME	
STREET ADDRESS	358 EL BRILLO WAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	PALM BEACH, FL 33480	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an addition with an address.

SIGNATURE: **Jeffrey E. Epstein** **9/9/96** Date
 P. SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

GHISLAINE CORP.

358 El Brillo Way
Palm Beach, FL 33480

September 10, 1996

VIA EXPRESS MAIL

Florida Department of State
Division of Corporations
P.O. Box 1500
Tallahassee, FL 32302-1500

Re: Ghislaine Corp.
Reference No. P95000027272

Ladies and Gentlemen:

In accordance with the instructions set forth in your August 13, 1996 letter, I have enclosed a corrected 1996 Annual Report for the above-referenced corporation and a check for the filing fee payable to the Florida Department of State in the amount of \$238.

Very truly yours,



Darren K. Indyke

Enclosures