



THE UNITED STATES
CORPORATION
COMPANY

A98000002296

ACCOUNT NO. : 072100000032

REFERENCE : 985152 7161011

AUTHORIZATION : *Patricia Piguet*

COST LIMIT : \$ 87.50

ORDER DATE : October 5, 1998

ORDER TIME : 3:20 PM

ORDER NO. : 985152-005

CUSTOMER NO: 7161011

CUSTOMER: Vicki G. Cheikes, Esq
VICKI CHEIKES

1370 Avenue Of The Americas
27th Floor
New York, NY 10019

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 OCT -5 PM 4:35

5

DOMESTIC FILING

NAME: UNIHAMP HOTEL ASSOCIATES,
LTD.

100002656171--1

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX 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:

BK
10/5/98

DIVISION OF CORPORATION

98 OCT -5 PM 4:09

RECEIVED

**CERTIFICATE OF LIMITED PARTNERSHIP FOR
UNIHAMP HOTEL ASSOCIATES, LTD.**

The undersigned, being the general partners of the herein described limited partnership, pursuant to the Florida Revised Uniform Limited Partnership Act, adopt and swear to the following certificate for the formation of such limited partnership:

1. Name. The name of the limited partnership is **UNIHAMP HOTEL ASSOCIATES, LTD.**

2. Conversion from General Partnership and Statement of Votes. The former name of the limited partnership was Unihamp Hotel Associates, a New York general partnership, which has been converted to a Florida limited partnership, effective upon the filing of this Certificate, by the unanimous vote of all classes of interests held by all partners.

3. Registered Agent and Registered Office. The address of the registered office in the State of Florida is Corporation Service Company at 1201 Hays Street, Tallahassee, Florida 32301.

4. Name and Address of Each General Partner. The name and business address of the general partners are as follows:

Unihamp Hotel Corp.
One Executive Boulevard
Yonkers, New York 10701
ATTN: Allan V. Rose, President

P27203

Unihamp Temp Corp.
One Executive Boulevard
Yonkers, New York 10701
ATTN: Allan V. Rose, President

P48000084655

5. Mailing Address. The mailing address of the limited partnership is One Executive Boulevard, Yonkers, New York 10701, c/o Allan V. Rose.

6. Address of Principal Office. The address of the limited partnership's principal office is One Executive Boulevard, Yonkers, New York 10701, c/o Allan V. Rose. The records required to be kept by the limited partnership under Section 620.106, Florida Statutes, are kept at the limited partnership's principal office.

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7. Last Date to Dissolve. The latest date upon which the limited partnership is to dissolve is December 31, 2030, unless sooner terminated by law or the provisions of the limited partnership agreement.

The undersigned have executed this certificate as of the 2nd day of October, 1998.

General Partners:
UNIHAMP HOTEL CORP.

By: Vicki G. Cheikes
Vicki G. Cheikes, V. President

UNIHAMP TEMP CORP.

By: Vicki G. Cheikes
Vicki G. Cheikes, V. President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for the above-stated limited partnership, at the place designated in the Certificate, I hereby accept to act in this capacity.

Corporation Service Company

By: Laura R. Dunlap
Print Name: LAURA R. DUNLAP
Its: _____
Date: _____, 1998

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
UNIHAMP HOTEL ASSOCIATES, LTD.**

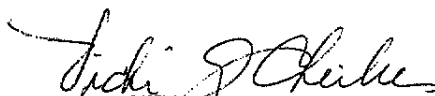
The undersigned, constituting the general partners of
UNIHAMP HOTEL ASSOCIATES, LTD., a Florida limited partnership,
certify as follows:

1. That Unihamp Hotel Corp. and Unihamp Temp Corp. are the
general partners of **UNIHAMP HOTEL ASSOCIATES, LTD.**, a Florida
limited partnership.
2. The initial contributions by the limited partners
is/will be \$100.00.
3. Additional amounts anticipated to be contributed by the
limited partners are \$10.00.

FURTHER, AFFIANT SAYETH NAUGHT.

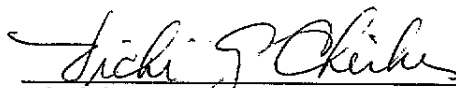
Under penalties of perjury, I, Vicki G. Cheikes, as Vice
President of Unihamp Hotel Corp. and as Vice President of Unihamp
Temp Corp., declare that I have read the foregoing and know the
contents thereof, and that the facts stated herein are true and
correct.

UNIHAMP HOTEL CORP.



Vicki G. Cheikes, V. President
Date: Oct 2, 1998

UNIHAMP TEMP CORP.



Vicki G. Cheikes, V. President
Date: Oct 2, 1998

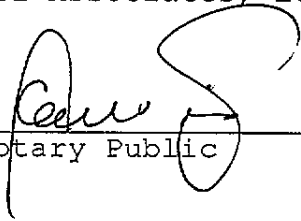
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STATE OF NEW YORK)

) ss: --

COUNTY OF NEW YORK)

2nd The foregoing instrument was acknowledged before me this day of October, 1998, by Vicki G. Cheikes, Vice President of Unihamp Hotel Corp. and Vice President of Unihamp Temp Corp., both general partners of Unihamp Hotel Associates, Ltd. Said person is personally known to me.



Notary Public

ALAN N. SKIENA, ESQ.
NOTARY PUBLIC-STATE OF NY
NO. 31-4988346
QUAL. IN NEW YORK COUNTY
COMM. EXP. NOV. 4, 1999