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GLASSBERG & GLASSBERG, P.A.

13615 SOUTH DIXIE HIGHWAY  
#114-514  
MIAMI, FLORIDA 33176

DAVID M. GLASSBERG  
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(305) 669-9535  
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OF COUNSEL:  
ROBERT C. BIEGEN  
JAMES NEAL HUTCHINSON, JR.

May 4, 2000

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: GOTHAM PARTNERS, INC.

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for GOTHAM PARTNERS, INC. Also, enclosed please find our check in the amount of SEVENTY EIGHT AND 75/100 DOLLARS (\$78.75) made payable to the Secretary of State for filing fees of the above mentioned corporation.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg

DMG/bal  
enclosures

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FILED  
00 MAY -5 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-9-00  
5

ARTICLES OF INCORPORATION

FOR

GOTHAM PARTNERS, INC.

FILED  
00 MAY -5 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is: GOTHAM PARTNERS, INC. The mailing address of the corporation is: 13615 South Dixie Highway, #114-514, Miami, FL 33176.

ARTICLE II

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any time is 100,000 common shares. Such 100,000 common shares shall consist of one class only having a par value of \$.01 per share.

#### ARTICLE V

The street address of the initial registered office of the corporation is 13615 South Dixie Highway, #114-514, Miami, Florida 33176. The name of the corporation's initial registered agent at said address is ADAM C. PETRILLO.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1). The name and street address of the initial member of the Board of Directors is:

ADAM C. PETRILLO  
13615 South Dixie Highway  
#114-514  
Miami, Florida 33176

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

#### ARTICLE VII

The name and street address of the incorporator is:

ADAM C. PETRILLO  
13615 South Dixie Highway  
#114-514  
Miami, Florida 33176

#### ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors,

officers, "shareholders or" are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

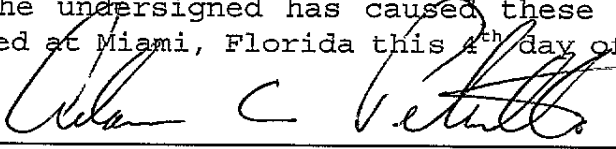
(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

#### ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF the undersigned has caused these Articles of Incorporation to be executed at Miami, Florida this 4<sup>th</sup> day of May, 2000.

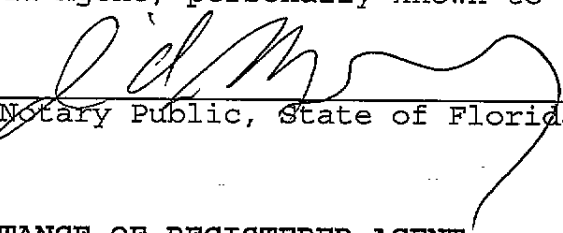
  
ADAM C. PETRILLO, Incorporator and  
Registered Agent

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 4<sup>th</sup> day of May, 2000, ADAM C. PETRILLO, Incorporator and Registered Agent, personally known to me.



David M. Glassberg  
MY COMMISSION # CC770028 EXPIRES  
December 25, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

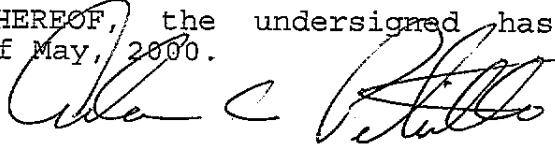
  
Notary Public, State of Florida

My Commission Expires:

#### ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for GOTHAM PARTNERS, INC., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 4<sup>th</sup> day of May, 2000.

  
ADAM C. PETRILLO, Registered Agent

FILED

00 MAY -5 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA