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ACCOUNT NO. : 072100000032

REFERENCE : 864856 4320919

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : October 16, 2000

ORDER TIME : 12:29 PM

ORDER NO. : 864856-005

CUSTOMER NO: 4320919

CUSTOMER: Donna Egan, Legal Asst
Macandrews & Forbes Holdings
Inc.
38 East 63rd Street

New York, NY 10021

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 19 PM 2:46

DOMESTIC FILING

NAME: 1299 SOUTH CORPORATION

EFFECTIVE DATE:

3000003430173--6

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JEANINE REYNODS EXT 1133

EXAMINER'S INITIALS:

eg
10/19/00

RECEIVED
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DIVISION OF CORPORATIONS
00 OCT 19 PM 12:51

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00 OCT 19 PM 12:51

FILED
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
1299 SOUTH CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

1299 SOUTH CORPORATION

The address of the principal office of this corporation shall be 1299 South Ocean Boulevard, Palm Beach, Florida 33480, and the mailing address of the corporation shall be the same.

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 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is The Prentice-Hall Corporation System, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any officer, director, employee, or agent to the extent permitted by law.

ARTICLE VII. INCORPORATOR


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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on October 18, 2000.

CORPORATION SERVICE COMPANY

By:


Laura R. Dunlap, Incorporator

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DIVISION OF CORPORATIONS

00 OCT 19 PM 2:46

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

The Prentice-Hall Corporation System, Inc.
Delaware corporation authorized to transact business in
this State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Laura R. Dunlap
Laura R. Dunlap, as its agent

JSH/jkg