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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 944302 7130834

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 26 PM 1:04

ORDER DATE : December 26, 2000

ORDER TIME : 10:33 AM

ORDER NO. : 944302-005

CUSTOMER NO: 7130834

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CUSTOMER: M. Richard Sapir, Esq
Kaye Scholer Fierman Hays &
Handler, LLP
777 S. Flagler Dr.
Suite 1002 West Tower
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: MARCOLE CORP.

EFFECTIVE DATE:

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: Kelly Courtney - EXT. 1116
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ARTICLES OF INCORPORATION

OF

MARCOLE CORP.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is MARCOLE CORP.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is c/o Kaye Scholer, 777 South Flagler Drive, Suite 1002 - West Tower, West Palm Beach, Florida 33401.

ARTICLE III

Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is c/o Kaye Scholer, 777 South Flagler Drive, Suite 1002 - West Tower, West Palm Beach, FL 33401, and the name of its initial registered agent at that address is M. Richard Sapir.

ARTICLE V
Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Susan Kingston	c/o M. Richard Sapir 777 S. Flagler Drive, Suite 1002 Phillips Point - West Tower West Palm Beach, FL 33401
Paul Kingston	c/o M. Richard Sapir 777 S. Flagler Drive, Suite 1002 Phillips Point - West Tower West Palm Beach, FL 33401

ARTICLE VI
Initial Director

The corporation initially shall have two directors, whose name and address :

<u>Name</u>	<u>Address</u>
Susan Kingston	c/o M. Richard Sapir 777 S. Flagler Drive, Suite 1002 Phillips Point - West Tower West Palm Beach, FL 33401
Paul Kingston	c/o M. Richard Sapir 777 S. Flagler Drive, Suite 1002 Phillips Point - West Tower West Palm Beach, FL 33401

ARTICLE VII
Indemnification

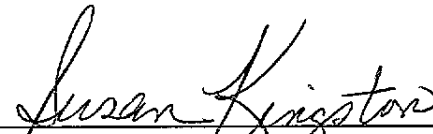
No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to

the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

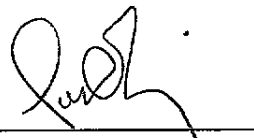
The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 22nd day of Dec., 2000.



SUSAN KINGSTON, Incorporator



PAUL KINGSTON, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 20th day of Dec., 2000.

Registered Agent

By: 

MRICHARD SAPIR

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