

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Cambridge Companions (FL), Inc.

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01 MAR 28 PM 2:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 MAR 28 AM 11:11
DIVISION OF CORPORATION

RECEIVED

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

3/28/01

Order#: 3923078

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Ref#:

*****78.75 *****78.75

Amount: \$

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

10:00TH MAR 28 2001

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Articles of Incorporation

Of

Cambridge Companions (FL), Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Act, hereby adopts the following Articles of Incorporation.

- FIRST: The name of the corporation is Cambridge Companions (FL), Inc. (the "Corporation").
- SECOND: The street address of the initial principal office, and if different, the mailing address of the Corporation is 9900 Stirling Road, Suite 219 Cooper City, Florida 33024.
- THIRD: The number of shares the Corporation is authorized to issue one hundred (100) shares of common stock with a par value of \$1.00 per share.
- FOURTH: The street address of the initial registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.
- FIFTH: The name and address of the person who is to serve as initial director is Lawrence I. Sosnow, c/o Cambridge Companions, Inc., 575 Lexington Avenue, New York, New York 10022.
- SIXTH: The name and address of the incorporator is Rosette Tyler, L.A. c/o Esanu Katsky Korins & Siger LLP, 605 Third Avenue, New York, New York 10158.

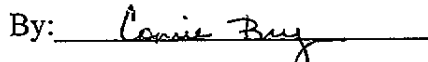
Date: March 27, 2001


Rosette Tyler, Incorporator

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

CT Corporation System

Date: 3/28/01

By: 

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

181062.1

FILED
01 MAR 28 PM 2:18
TALLAHASSEE FLORIDA
SECRETARY OF STATE