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ACCOUNT NO. : 072100000032

REFERENCE : 177218 4336650

AUTHORIZATION :

COST LIMIT : \$ 78.75

2001 JUN -7 PM 3:16
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ORDER DATE : June 7, 2001

ORDER TIME : 10:58 AM

ORDER NO. : 177218-005

CUSTOMER NO: 4336650

CUSTOMER: Ms. Michelle E. Smith
Baker & Mckenzie

19th Floor
1200 Brickell Avenue
Miami, FL 33131

2001 JUN -7 PM 12:06
STATE OF FLORIDA
TALLAHASSEE, FLORIDA
TO QUALIFY
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: DEWITT STERN OF FLORIDA, INC.

EFFECTIVE DATE:

800004375898--8

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

6/7/01

ARTICLES OF INCORPORATION
OF
DEWITT STERN OF FLORIDA, INC.

2001 JUN -7 PM 3:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this Corporation is DEWITT STERN OF FLORIDA, INC.

ARTICLE II

MAILING ADDRESS OF THE CORPORATION

The mailing address of this Corporation is 3370 N.E. 190 Street, Suite 1506, Miami, Florida 33180, and the business address of this corporation is the same.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 200 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3370 N.E. 190 Street, Suite 1506, Miami, Florida 33180, and the name of the initial registered agent of this Corporation at that address is Carol A. Bressi-Cilona.

ARTICLE V

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or

directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors. The name and address of the initial directors of this corporation are:

Jolyon F. Stern	420 Lexington Avenue Suite 2720 New York, NY 10170
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Jay J. Hochfelsen	420 Lexington Avenue Suite 2720 New York, NY 10170
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Carol A. Bressi-Cilona	3370 N.E. 190 Street Suite 1506 Miami, Florida 33180
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ARTICLE VI

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE VII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE IX

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

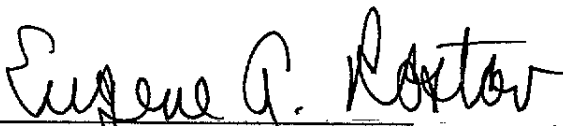
ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles is:

Eugene A. Rostov
Baker & McKenzie
1200 Brickell Avenue
Suite 1900
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 31st day of May 2001.



Eugene A. Rostov

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

2001 JUN -7 PM 3:16

WITNESSETH

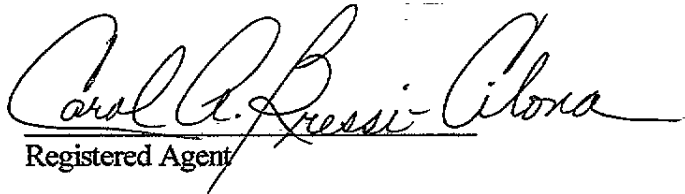
STATE
TALLAHASSEE FLORIDA

That, DeWitt Stern of Florida, Inc. desiring to organize under the laws of the State of Florida, has named Carol A. Bressi-Cilona, 3370 N.E. 190 Street, Suite 1506, Miami, FL 33180 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 31st day of May 2001.


Registered Agent