

Division of Corporations

Page 1 of 1

P01000087906

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

EFFECTIVE DATE
9-4-01

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000096262 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLC
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

01 SEP -6 PM 4:05

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

HUNDRED ACRE WOOD GP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	4
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

Fax Audit No. H01- 96262

ARTICLES OF INCORPORATION
OF
HUNDRED ACRE WOOD GP, INC.

ARTICLE I -- NAME

EFFECTIVE DATE
9-4-01

The name of this corporation is HUNDRED ACRE WOOD GP, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

c/o Christopher Bruan
Forty-One Fifth Avenue, No. 9C
New York, New York 10003.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of \$1.00.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

c/o C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324;

and the name and address of the initial registered agent of this corporation are:

Name

Address

C T Corporation System

1200 South Pine Island Road
Plantation, Florida 33324.

01 SEP -6 PM 4: 05

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H01-96262

ARTICLE VI -- COMMENCEMENT

This corporation shall commence as of 12:01 A.M. on September 4, 2001.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Christopher Bruan	Forty-One Fifth Avenue, No. 9C New York, New York 10003.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Christopher Bruan	Forty-One Fifth Avenue, No. 9C New York, New York 10003.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

Fax Audit No. H01-96262

ARTICLE XI -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof as of the 4th day of September, 2001.

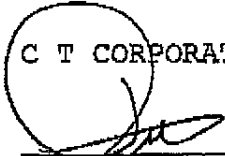
//s// Christopher Bruan
Christopher Bruan, Incorporator

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of Hundred Acre Wood GP, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1990), relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 607.0505, Florida Statutes.

Dated September 5, 2001.

C T CORPORATION SYSTEM


Peter F. Souza
Special Assistant Secretary

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 SEP -6 PM 4:05