



THE UNITED STATES
CORPORATION
COMPANY

PO100122339

ACCOUNT NO. : 072100000032

REFERENCE : 568929 4320744

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigato

FILED
01 DEC 31 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 31, 2001

ORDER TIME : 10:33 AM

ORDER NO. : 568929-005

CUSTOMER NO.: 4320744

CUSTOMER: Marjorie A. Kipp, Legal Asst
Loeb, Block & Partners LLP

505 Park Avenue
9th Fl.
New York, NY 10022

500004744715--1

EFFECTIVE DATE
01/02/02

DOMESTIC FILING

NAME: TALBOT PROPERTIES INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
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TALLAHASSEE, FLORIDA

PS 12/31/01

ARTICLES OF INCORPORATION
OF
TALBOT PROPERTIES INC.

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The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Business Corporation Act of the State of Florida.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is **TALBOT PROPERTIES INC.**

SECOND: The mailing address, wherever located, of the corporation is: c/o Loeb, Block & Partners LLP, 505 Park Avenue, 9th Floor, New York, New York 10022, and the principal place of business shall be the same.

THIRD: The total number of shares of stock which the corporation shall have authority to issue, is one thousand (1,000) shares. The par value of each such share is One Dollar (\$1.00). All such shares are of one class and are shares of Common Stock.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is: c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Daniel Bekele, Esq.

Loeb, Block & Partners LLP
505 Park Avenue, 9th Floor
New York, New York 10022

SIXTH: The purposes for which the corporation is organized it to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

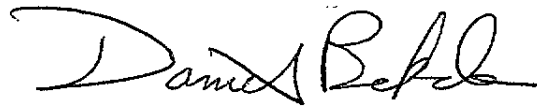
SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

TENTH: The corporate existence of the corporation shall begin on January 2, 2002.

Signed on this 21st day of December, 2001.

A handwritten signature in black ink, appearing to read "Daniel Bekele", written over a horizontal line.

Daniel Bekele, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 

Name:

Title:

Brian Courtney
as its agent

Date: December 21, 2001

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