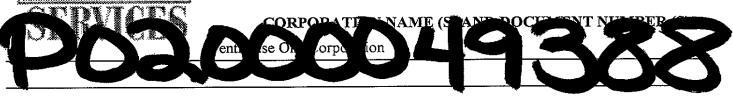


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May 6, 2002



•	Filing Evidence □ Plain/Confirmation Copy	Type of Document Certificate of Status
	☑ Certified Copy	□ Certificate of Good Standing
		□ Articles Only Corlor 50
		□ All Charter Documents to Include
	Retrieval Request	Articles & Amendments
	□ Photocopy	□ Fictitious Name Certificate
	□ Certified Copy	□ Other 50005461986 -05/06/0201051005 ******78.75 ******78.7
	NEW FILINGS	AMENDMENTS

	NEW FILINGS
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

OTHER FILINGS		
	Annual Reports	
	Fictitious Name	
	Name Reservation	
	Reinstatement	

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AMENDMENTS	
 Amendment	
 Resignation of RA Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Liability	
Reinstatement	
Trademark	
Other	

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STATEMENT OF ORGANIZATION BY INCORPORATOR

SECHETARY OF STATE TALLAHASSEE FLORIDA

The undersigned Incorporator of PENTHOUSE ONE CORPORATION (the "Corporation"), a Florida Corporation organized under Chapter 607, Florida Statutes, makes the following statement and takes the following action to organize said Corporation:

FIRST: The Articles of Incorporation of PENTHOUSE ONE CORPORATION were filed with the Secretary of State of Florida on the _____ day of May, 2002.

SECOND: The By-Laws annexed hereto are hereby adopted as the By-Laws of the Corporation.

THIRD: The following named persons are hereby elected as the Directors of the Corporation to hold office until the first annual meeting of shareholders and until their successors are duly elected and qualified:

Steven D. Gacovino

IN WITNESS WHEREOF, I have signed this instrument at Albany, NY, on this _____day of May, 2002.

Teresa Mayor, Incomorator

ARTICLES OF INCORPORATION

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OF

SECRE WAY OF STATE TALLAHASSEE FLORIDA

PENTHOUSE ONE CORPORATION

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I: The name of the corporation shall be PENTHOUSE ONE CORPORATION

Article II: The principal place of business and mailing address of this corporation shall be 270 West Main Street, Sayville, NY 11782.

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is 120, all of which are without par value and classified as Common shares.

Article IV: The name and address of the initial registered agent is NRAI Services, Inc. 526 East Park Avenue, Tallahassee, Florida 32301.

The written acceptance of the 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 hereof.

Article V: The name and street address of the incorporator to these Articles of Incorporation is:

NAME Teresa Mayor **ADDRESS**

business for which corporations may be incorporated under the provisions of the Florida Statutes.

Intercounty Clearance Corporation

111 Washington Avenue Albany, NY 12210

Article VI: The purposes for which the corporation is organized is to engage in any or all lawful

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Article VII: The period of duration of the corporation is perpetual_CONCTARY OF STATE TALLAHASSEE FLORIDA

Article VIII: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 3rd day of May, 2002.

<u>Iluga</u> Mayoz Teresa Mayor, Incorporator

Having been named as registered agent and to accept service of process for the above stated 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.

NRAI SERVICES, INC

By: Toward November NBAL Samina Inc

Date: May 3, 2002