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FLORIDA PROFIT/NON PROFIT CORPORATION

Kuhn Penthouse Enterprises, Inc.

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Estimated Charge	\$96.25

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KUHN PENTHOUSE ENTERPRISES, INC.**

ARTICLE I

Name and Duration

The name of the corporation (the "Corporation") is Kuhn Penthouse Enterprises, Inc. The duration of the Corporation is perpetual. The effective date upon which the Corporation shall come into existence shall be the date these Articles of Incorporation are filed by the Secretary of State.

ARTICLE II

Principal Office

The street and mailing address of the principal office of the Corporation is 121 South Orange Avenue, Unit 21005, Orlando, Florida 32801.

ARTICLE III

Registered Office and Agent

The street address of the registered office in the State of Florida is 121 South Orange Avenue, Suite 21005, in the City of Orlando, County of Orange. The name of the registered agent at such address is Anne L. Bingler.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are limited to the following activities:

(a) Acting as the sole Managing Member of Plaza Penthouse, LLC, a Florida limited liability company (the "LLC"); and

(b) Engaging in any lawful acts or activities permitted under the Florida Business Corporation Act that are incidental, necessary or appropriate to accomplish the foregoing, including, but not limited to, any acts related to the financing provided by Lehman Brothers Bank, FSB (the "Lender") to the LLC in the approximate amount of \$10,900,000.00 (the "Loan").

The Corporation shall not engage in any activities other than as permitted by this Article IV.

2. Solely in furtherance of its corporate purposes set forth above, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Cameron Kuhn	121 South Orange Avenue Unit 21005 Orlando, Florida 32801

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. Notwithstanding any other provision of these Articles of Incorporation, so long as the Loan is outstanding, the Board of Directors, without the unanimous consent of the members of the Board of Directors, shall not with respect to the Corporation, and shall not cause the LLC to, file a voluntary petition or otherwise initiate proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Corporation or the LLC, or file a petition seeking or consenting to reorganization or relief of the Corporation or the LLC as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors, or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or the LLC or of all or any substantial part of the properties and assets of the Corporation or the LLC, or make any general assignment for the benefit of creditors, or admit in writing the inability of the Corporation or the LLC to pay its debts generally as they

become due or declare or effect a moratorium on the debt of the Corporation or the LLC or take any action in furtherance of any action.

ARTICLE VIII

Corporate Governance

1. So long as any portion of the Loan is outstanding, the Corporation shall have no authority to, either on its own behalf or, in its capacity as the Managing Member of the LLC, to cause the LLC to:

(a) Borrow money, incur any indebtedness or assume or guaranty any indebtedness of any other person or entity, other than normal trade accounts payable and lease obligations in the normal course of business, or cause the LLC to borrow money, incur any indebtedness or assume or guaranty any indebtedness of any other person or entity, other than normal trade accounts payable and lease obligations in the normal course of business, or grant consensual liens on any property owned by the LLC; except, however, that the Corporation is hereby authorized to secure financing for the LLC pursuant to the terms of the documents related to the Loan and other indebtedness expressly permitted in the documents related to the Loan, and to grant a mortgage, lien or liens on the LLC's property to secure the Loan;

(b) Dissolve or liquidate, in whole or in part the Corporation, or cause or consent to the dissolution or liquidation, in whole or in part, of the LLC;

(c) Engage, or cause the LLC to engage, in the sale or lease, or disposition of all or substantially all of its assets or the assets of the LLC;

(d) Amend, modify or alter its organizational documents or cause the LLC to amend, modify or alter the LLC's organizational documents; or

(e) Merge or consolidate with, or cause the LLC to merge or consolidate with, any other entity.

2. So long as any portion of the Loan is outstanding, the Corporation shall, and shall cause the LLC, to:

(a) Maintain its books, records, accounts, assets and financial statements separate from and not commingled with any of those of any other entity;

(b) Conduct its business in its own name;

(c) Prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

(d) Pay its own liabilities out of its own funds;

(e) Hold regular meetings, as appropriate, to conduct its business and observe all customary organizational, operational and company formalities, as applicable;

(f) Transact all business with its affiliates on an arm's-length basis and not enter into any contract or agreement with an affiliate, except upon terms and conditions that are intrinsically fair and

substantially similar to those that would be available on an arm's-length basis with third parties other than any affiliate;

(g) Pay the salaries of its employees and maintain a sufficient number of employees in light of the Corporation's and the LLC's contemplated business;

(h) Not guarantee or become obligated for the debts of any other person or entity or hold out its credit as being available to satisfy the obligations of any other person or entity;

(i) Not acquire obligations of any member of the LLC or shareholder of the Corporation;

(j) Allocate and charge fairly and reasonably any common employee or overhead shared with its affiliates;

(k) Maintain its stationary, invoices and checks separate from and not commingled with any of those of any other entity;

(l) Not pledge its assets for the benefit of any other person or entity or make loans or advances to any other person or entity;

(m) Hold itself out, and cause the LLC to hold itself out, to creditors and the public as a legal entity separate and distinct from any other entity;

(n) Correct any known misunderstanding as to its separate identity; and

(o) Maintain adequate capital in light of the Corporation's and LLC's contemplated business operations.

ARTICLE IX

Amendment

Subject to the provisions of Article VIII, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE X

Bylaws

The power to adopt, amend or repeal bylaws for the management of the Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

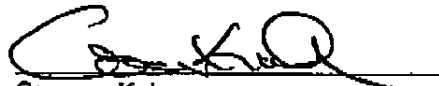
ARTICLE XII

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock not made in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 1st day of February, 2007.


Cameron Kuhn

REGISTERED AGENT CERTIFICATE

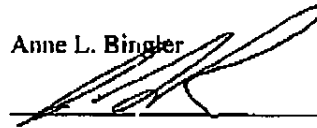
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Kuhn Penthouse Enterprises, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Anne L. Bingler, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that she is familiar with §607.0501, *Florida Statutes*.

Anne L. Bingler



DATED: ^{February}~~January~~ 1, 2007

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