

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
(904) 222-9171

800-342-8086



*P9500036686*

ACCOUNT NO. : 0001000002

REFERENCE : 595953 86901D

AUTHORIZATION : *Patricia Pyzdek*  
COST LIMIT : \$ 122.50

ORDER DATE : May 9, 1995

ORDER TIME : 11:19 AM

000001481810

ORDER NO. : 595953

CUSTOMER NO: 86901D

CUSTOMER: Ms. Merryl Wiener  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES  
375 Hudson Street

New York, NY 10014

DOMESTIC FILING

NAME: EDWARD S. GORDON CO. OF  
FLORIDA INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
95 MAY 19 PM 12:18  
DIVISION OF CORPORATION

FILED  
95 MAY -9 AM 7:03  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

T. BROWN MAY 10 1995

ARTICLES OF INCORPORATION  
OF

EDWARD S. GORDON CO. OF FLORIDA INC.

FILED  
95 MAY -9 AM 7:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, 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 Florida Business Corporation Act.

1. The corporate name for the corporation is:

EDWARD S. GORDON CO. OF FLORIDA INC.

2. The address, wherever located, of the principal office of the corporation, if known, is 200 Park Avenue, 18th Floor, New York, New York 10166.

3. The mailing address, wherever located, of the corporation is 200 Park Avenue, 18th Floor, New York, New York 10166.

4. The number of shares that the corporation is authorized to issue is 200, all of which are of a par value of \$.01 each and are of the same class and are to be common shares.

5. The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 110 North Magnolia Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required in 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.

6. The name and the address of the incorporator:

NAME

ADDRESS

Ralph Monley

c/o Tenzer Greenblatt LLP  
405 Lexington Avenue  
New York, New York

7. The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business, are as follows:

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

8. The duration of the corporation shall be perpetual.

9. 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 By-law, 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 person. If the Florida Business Corporation Act is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

10. No director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

a. The director breached or failed to perform his duties as a director; and

b. The director's breach of, or failure to perform, those duties constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgement or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

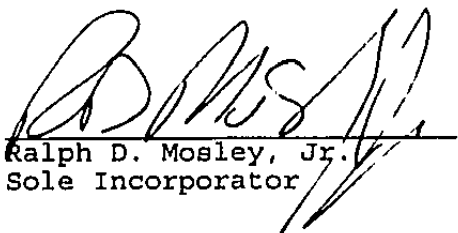
(iii) A circumstance under which the liability provisions of Section 607.0834 are applicable;

(iv) In a proceeding by or in the right of the corporation to procure a judgement in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or

(v) In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

11. 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.

Signed on May 8, 1995

  
Ralph D. Mosley, Jr.  
Sole 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.

THE PRENTICE-HALL CORPORATION  
SYSTEM, INC.

By: Mary W. Winer Asst VP  
Date: 5/8/95

FILED  
95 MAY -9 AM 7:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Document Number Only

P95000036686

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

Edward S. Gordon of Florida, Inc.

- ( ) Profit  
( ) NonProfit  
( ) Limited Liability Co.  
( ) Foreign  
( ) Limited Partnership  
( ) Reinstatement  
( ) Certified Copy  
( ) Call When Ready  
● Walk In  
( ) Mail Out
- ( ) Amendment  
(X) Dissolution/Withdrawal  
( ) Annual Report  
( ) Reservation  
( ) Photo Copies  
( ) Call if Problem  
( ) Will Wait
- ( ) Merger  
( ) Mark  
( ) Other  
( ) Change of R.A.  
( ) Fictitious Name Filing  
( ) CUS  
( ) After 4:30  
● Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

3/11/97

Volkm.  
Dissolved  
3/13/97  
DC

FILED  
97 MAR 11 PM 4:14  
TALLAHASSEE, FL  
SECRETARY OF STATE

RECEIVED  
97 MAR 11 AM 11:26  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 11, 1997

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: EDWARD S. GORDON CO. OF FLORIDA INC.  
Ref. Number: P95000036686

We have received your document for EDWARD S. GORDON CO. OF FLORIDA INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 397A00012419

*please  
backdate  
CT CORP*

RECEIVED  
97 MAR 12 PM 2:48  
DIVISION OF CORPORATION

## ARTICLES OF DISSOLUTION

Pursuant to 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST: The name of the corporation is Edward S. Gordon Co. of Florida Inc.

SECOND: The date dissolution was authorized 1/27/97

THIRD: Adoption of Dissolution



Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

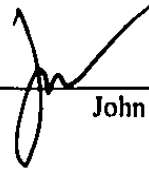


Dissolution was approved by vote of the shareholders through voting groups.

The number of votes cast for dissolution was sufficient for approval by Sole Shareholder.

Signed this Twenty-Seventh day of January, 1997.

Signature



John K. Lines, Vice President