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800-342-8086



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ACCOUNT NO. 0721000000032

REFERENCE : 605148

86901I

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 25, 1995

ORDER TIME : 10:37 AM

ENDING FARTHURE

ORDER NO. : 605148

CUSTOMER NO: 86901I

CUSTOMER: Mr. Jamie Hall

PRENTICE HALL LEGAL & FINANCIAL SERVICES, INC.

500 Central Avenue

Albany, NY 122062290

DOMESTIC FILING

NAME:

SKYLINE HOLDING CORP.

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY ___ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Guma

EXAMINER'S INITIALS:

MAY 2 5 1995 BSB

ARTICLES OF INCORPORATION FILED

OF

95 MAY 25 PH 1: 28

SKYLINE HOLDING CORP. CECRETARY OF STATE ANASSES FLOREDA

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.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is SKYLINE HOLDING CORP.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 3095 North Course Drive, Pompano Beach, Fla. 33069, Unit #508.

THIRD: The mailing address, wherever located, of the corporation is c/o Getlan Associates, 1 Ames Court, Plainview, NY 11803.

FOURTH: The number of shares that the corporation is authorized to issue is 200, all of which are without par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 3095 North Course Drive, Pompano Beach, Fla. 33069, Unit #508.

The name of the initial registered agent of the corporation at the said registered office is Marvin Getlan, 3095 North Course Drive, Pompano Beach, Fla. 33069, Unit #508.

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.

SIXTH: The name and address of the incorporator are:

NAME

ADDRESS

Gary Hisiger, Esq.

c/o Rivkin, Radler & Kremer EAB Plaza Uniondale, NY 11556-0111

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

Porpotual. The duration of the corporation shall be

MINTH: 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 or 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.

TENTH: 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 18 , 1995

Gary Hisiger, 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.

Marvin Getlan

Date: 5-17-95

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