

LAW OFFICES

**STEINBERG, SLEWETT
& YAFFE, P.A.**

767 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140-9906
DADE (305) 538-2344
BROWARD (305) 462-2344
FAX (305) 538-0410

PAUL B. STEINBERG (FLA. & D.C.)
ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

P95000046586

June 9, 1995

Department of State
Division of Corporations
George Firestone Building
Tallahassee, Florida 32399

**Re: TILT-WALL, INC.
Incorporation**

6000001511146
-06/12/95--01065--001
****122.50 ****122.50

Dear Sirs:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of Tilt-Wall, Inc., duly executed by the Incorporator and Registered Agent thereof. Also enclosed is a check in the amount of \$122.50 representing the fee for filing of these Articles of Incorporation and for obtaining a certified copy of the Articles of Incorporation.

For any questions, please contact

JUN 12 1995

Very truly yours,

ROBERT D. SLEWETT

JUN 15 1995 BSB

PBS/bs
Enclosures

FILED
95 JUN 12 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW YORK OFFICE
574 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

FILED

95 JUN 12 PM 1:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TILT-WALL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of the corporation shall be TILT-WALL, INC.

ARTICLE II.

Nature of Business

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III.

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value. The corporation will begin business with Five Hundred (\$500.00) Dollars in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV.
Principal Place of Business**

The street address of the initial principal place of business of the corporation shall be c/o S. KIMMEL 2701 Griffin Road Ft Lauderdale, Fl. 33312, or such other location as the the Board of Directors may designate.

**ARTICLE V.
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.
Initial Board of Directors and Officers**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are: STANLEY KIMMEL and Jennie KIMMEL, both at 2701 Griffin Road, Ft. Lauderdale, Fl. 33312. STANLEY KIMMEL shall serve as President and Jennie Kimmel shall serve as Secretary/Treasurer.

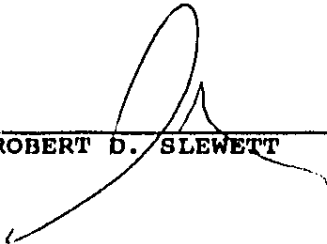
**ARTICLE VII.
Subscriber**

The name and street address of the subscriber of this corporation is: ROBERT D. SLEWETT 767 Arthur Godfrey Road, Miami Beach, Fl. 33140.

**ARTICLE VIII.
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, miami Beach, Fl. 33140, and the name of the initial registered agent of this corporation at that address is ROBERT D. Slewett.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 9th day of June, 1995.

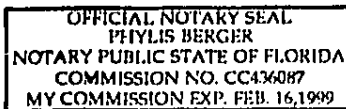


ROBERT D. SLEWETT

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ROBERT D. SLEWETT, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 9th day of June, 1995.





Notary Public, State of
Florida

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for TILT-WALL, INC. and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.



ROBERT D. SLEWETT