

1 P95000049015

500 EIGHTH AVENUE, INC.
701 Southeast Sixth Avenue, Suite 204
Delray Beach, Florida 33483
(407) 272-7555 (O)
(407) 278-3578 (F)

June 15, 1995

FILED
95 JUN 19 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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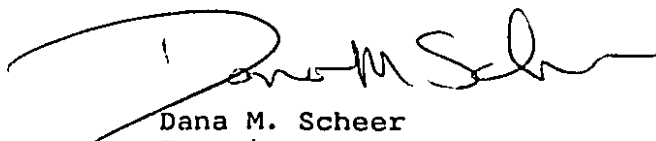
Re: 500 Eighth Avenue, Inc.

Dear Sir:

Enclosed for filing are the Articles of Incorporation and Certificate of Designation of Registered Agent for the above-captioned corporation. Also enclosed is our check in the amount of \$122.50.

Thank you.

Very truly yours,


Dana M. Scheer
Secretary

obc

Enclosures

called
SDG P.R.

ARTICLES OF INCORPORATION
OF
500 EIGHTH AVENUE, INC.

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ARTICLE I. CORPORATE NAME.

The name of this corporation is: 500 Eighth Avenue, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE & mailing address of the corporation.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Dana M. Scheer, Esquire
701 Southeast Sixth Avenue, Suite 204
Delray Beach, Florida 33483

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The names of the initial directors of this Corporation and their street addresses are:

Barry W. Florescue
701 Southeast Sixth Avenue
Suite 204
Delray Beach, Florida 33483

David I. Berley
Walter & Samuels
419 Park Avenue South
New York, New York 10016

Morton Farber
Farber Blicht & Eyerman
255 Executive Drive
Suite 215
Plainview, New York 11803

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

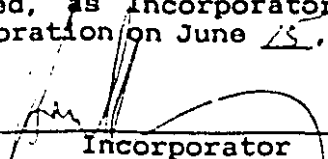
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Barry W. Florescue
701 Southeast Sixth Avenue, Suite 204
Delray Beach, Florida 33483

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on June 15, 1995.

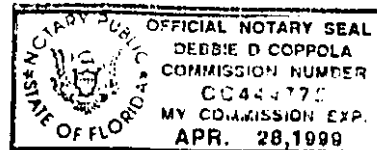

Incorporator

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared BARRY W. FLORESCUE, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on June 15, 1995.


Notary Public
State of Florida at Large
My commission expires:

(SEAL)



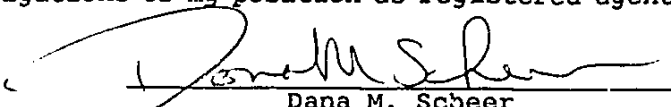
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

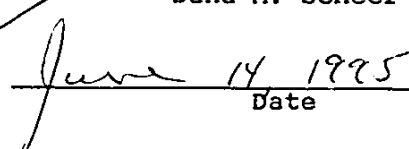
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: 500 Eighth Avenue,
Inc.
2. The name and address of the registered agent and
office is:

Dana M. Scheer, Esquire
701 Southeast Sixth Avenue
Delray Beach, Florida 33483

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Dana M. Scheer


Date

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