

1201 HAYS STREET
TALLAHASSEE, FL 32301
TEL: 904-224-1100
FAX: 904-224-1101

800-142-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 659044 86901D

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pegg

ORDER DATE : August 14, 1995

ORDER TIME : 11:34 AM

ORDER NO. : 659044

CUSTOMER NO: 86901D

CUSTOMER: Mr. Leif A. Tonnesen
PRENTICE HALL LEGAL &
FINANCIAL SERVICES
375 Hudson Street

800001559588

New York, NY 10014

DOMESTIC FILING

NAME: RESOLUTION BUILDING
CORPORATION

FILED
95 AUG 14 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN
AUG 15 1995

ARTICLES OF INCORPORATION
OF
RESOLUTION BUILDING CORPORATION

**Under Section 607.0202 of the
Florida Business Corporation Act.**

Carter, Ledyard & Milburn
Two Wall Street
New York, New York 10005
212-732-3200

FILED
95 AUG 14 AM 8 44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RESOLUTION BUILDING CORPORATION

Under Section 607.0202 of the
Florida Business Corporation Act.

The undersigned, being a natural person, 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. **Name.** The name of the corporation is Resolution Building Corporation. The corporation is hereinafter referred to as the "Corporation".

2. **Office.** The street address of the initial principal office of the Corporation is 4229 Oak Beach, Babylon, New York 11702.

3. **Shares.** The aggregate number of shares which the Corporation shall have the authority to issue is ten thousand (10,000) common shares with a par value of \$0.01 each.

4. **Registered Office and Agent.** 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., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

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

The written acceptance of such initial registered agent, as required by the provisions of 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.

5. **Purpose.** The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, including, without limitation, to acquire, develop, hold and dispose of, in any manner whatsoever, both improved and unimproved real property and any interest therein wherever situated.

6. **No Preemptive Rights.** No holder of any shares of any class of the Corporation shall, as such holder, have any right to subscribe for or purchase any shares of any class of the Corporation which it may issue or sell, whether out of the number of unissued shares authorized by the Articles of Incorporation of the Corporation or by any amendment thereof or out of shares of any class of the Corporation acquired by it after the issue thereof; nor shall any such holder of any such shares of any class, as such holder, have any right to subscribe for or purchase any obligation which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of any class of the Corporation, or to subscribe for or purchase any warrant or warrants or any instrument or instruments which the Corporation may issue or sell (whether or not attached or appertaining to any such obligation) that shall confer upon the owner thereof the right to subscribe for or to purchase from the Corporation any shares of any class.

7. **Indemnification of Directors and Officers.**

7.1. **Definitions.** As used herein,

"Action" means any actual or threatened action, suit or other proceeding, arbitration, investigation, or inquiry that could lead to one or more of the foregoing, whether civil, criminal, administrative, legislative or investigative, and includes any appeal or appeals therein or therefrom, and also includes counterclaims, cross claims, third party claims and all similar controversies or matters whatsoever, both permissive and compulsory;

an Action "relates to the Corporation" if it relates, directly or indirectly, to the Corporation or to an Other Entity or two or more Other Entities with which the Corporation is affiliated or associated or to which the Corporation is related, directly or indirectly;

"Expenses" means all costs and expenses, including but is not limited to attorneys' and other experts' fees, costs and disbursements and including but not limited to costs and expenses incurred to enforce the provisions of this Section 7;

"Indemnified Person" means each Director, Officer, employee and agent of the Corporation who is a natural person, such person's heirs, executors and administrators (whether or not natural persons) and all other natural persons whom the Corporation is authorized to indemnify under the provisions of the Business Corporation Law, including but not limited to a person who is or was serving an Other Entity or Other Entities in any capacity at the request of the Corporation; and

"Other Entity" means another corporation, partnership, joint venture, trust, employee benefit plan or trust or other enterprise, governmental body or committee or other entity, and "Other Entities" means two or more of the foregoing.

7.2. Indemnification. The Corporation shall indemnify each Indemnified Person, to the fullest extent permitted by law, against all Expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such Indemnified Person in connection with any Action relating in any way, directly or indirectly, to the Corporation, **provided that** the Indemnified Person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and **except** that no indemnification shall be made to or on behalf of or with reference to any Indemnified Person if a judgment or other final adjudication or determination establishes that the Indemnified Person's actions, or omissions to act, were material to the cause of action so adjudicated and (i) constitute a violation of the criminal law, unless such Person had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; or (ii) such Person personally gained in fact a material financial profit or other advantage to which such Person was not legally entitled; or (iii) such Person is a Director who participated in an unlawful distribution of assets of the Corporation in violation of Section 607.0834 of the Florida Business Corporation Act; or (iv) constitute willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder and **except** that no indemnification shall be made in connection with the settlement of any Action unless the Corporation has consented to or does not object to such settlement. The indemnification provided for herein shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled 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 such person's heirs, executors and administrators.

7.3. Reservation of Rights. No provision of these Articles of Incorporation is intended to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation to furnish, or upon any court to award, such indemnification, or such other indemnification as may otherwise be authorized pursuant to the Florida Business Corporation Act or any other law, including but not limited to indemnification of any employees or agents of the Corporation or of Another Entity or Other Entities.

7.4. Determinations. If and to the extent such indemnification shall require a determination whether or not the relevant person met the applicable standard of conduct set forth herein, such determination shall be made expeditiously at the cost of the Corporation after a request for the same from the person seeking indemnification. If indemnification is to be given or an advance of Expenses is to be made upon a determination by independent legal counsel, such counsel may be the regular counsel to the Corporation. In rendering such opinion, such counsel shall be entitled to rely upon statements of fact furnished to them by persons reasonably believed by them to be credible, and such counsel shall have no liability or responsibility for the accuracy of the facts so relied upon, nor shall such counsel have any liability for the exercise of their own judgment as to matters of fact or law forming a part of the process of providing such opinion. The entitlement to fees, costs and disbursements of counsel engaged to render such opinion shall not be dependent upon whether such counsel ultimately are able to render the opinion that is the subject of their engagement.

7.5. Business Combinations. Unless the Board of Directors shall determine otherwise with reference to a particular merger or consolidation or other combination, for purposes of these Articles of Incorporation references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a merger or consolidation or other business combination which, if its separate existence had continued, would have had power and authority to indemnify its directors, trustees, officers, employees or agents, so that any person who is or was a director, trustee, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, partner, trustee, employee, agent (or in a like capacity) of another corporation, partnership, joint venture, trust, employee benefit plan or trust or other enterprise, shall stand in the same position under the provisions of these Articles of Incorporation with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

7.6. Advances of Expenses. If a person who may be entitled to indemnification hereunder shall request that such person's Expenses actually and reasonably incurred in connection with any Action be paid by the Corporation in advance of the final disposition thereof, such request shall not be unreasonably refused, and a response to such request shall not be unreasonably delayed, by the Corporation.

7.7. Employee Benefit Plans. References herein to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan or trust; and references to "serving at the request of the Corporation" shall include any service as a corporate agent which imposes duties on, or involves services by, the corporate agent with respect to an employee benefit plan or trust, its participants or beneficiaries. A person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan or trust shall be deemed to have acted in a manner not opposed to the best interests of the Corporation.

7.8. Amendments. Any amendment or repeal which reduces or limits the indemnification of any person by the Corporation shall apply prospectively only and shall not be given retroactive effect.

8. Limitation of Liability of Directors. To the fullest extent permitted by the Florida Business Corporation Act, a director of the Corporation shall not be liable to the Corporation or its shareholders or any of them for damages for any breach of duty in such capacity.

9. Removal of Directors. Any or all of the directors may be removed, for cause or without cause, by vote of the shareholders. Any director may be removed for cause by action of the board of directors.

10. General. As used herein, references to the Florida Business Corporation Act refer to such law as in effect as of the date hereof and as amended from time to time, or corresponding provisions of subsequent laws, and references to "law" or "laws" refer to such laws as in effect as of the date hereof and as hereafter amended.

IN WITNESS WHEREOF, I have hereunto signed my name and affirm that the statements made herein are true under the penalties of perjury on August 10, 1995.



Incorporator's Name:
Craig J.J. Snyder

Incorporator's Address:
c/o Carter, Ledyard & Milburn
Two Wall Street
New York, New York 10005
(212) 732-3200

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: Merryl Weiner, Asst. V.P.
Merryl Weiner, Asst VP

Date: 8/11/95

FILED
95 AUG 14 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1200 HAYS STREET
TALLAHASSEE, FL 32301
904 222 0171
904 222 0191 FAX

800-142-B086

P95000062699
CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

SECRET
FALL 1995

95 AUG 18 PM 3:02

FILED

ACCOUNT NO. : 072100000032
REFERENCE : 665062 86901D
AUTHORIZATION : *Patricia P...*
COST LIMIT : \$ 122.50

ORDER DATE : August 18, 1995

ORDER TIME : 10:46 AM

ORDER NO. : 665062

CUSTOMER NO: 86901D

CUSTOMER: Mr. Leif A. Tonnessen
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

ARTICLES OF MERGER

RESOLUTION BUILDING CORPORATION

into 8/18/95
INTO

RESOLUTION BUILDING CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: ASL

P95000062699



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

RESOLUTION BUILDING CORPORATION, a New York corporation not
authorized to transact business in Florida.

INTO

RESOLUTION BUILDING CORPORATION, a Florida corporation,
P95000062699

File date: August 18, 1995

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

August 18, 1995

use file date

DEBBIE SKIPPER
CSC
TALLAHASSEE, FL

Resubmit

SUBJECT: RESOLUTION BUILDING CORPORATION
Ref. Number: P95000062699

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 095A00038853

ARTICLES OF MERGER
OF
RESOLUTION BUILDING CORPORATION
(a New York corporation)
AND
RESOLUTION BUILDING CORPORATION
(a Florida corporation)
INTO
RESOLUTION BUILDING CORPORATION
(A Florida corporation)

FILED
95 AUG 18 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign corporation and the domestic corporation herein named do hereby adopt the following Articles of Merger.

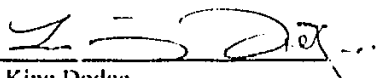
1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Resolution Building Corporation, a New York corporation ("Resolution NY"), with and into Resolution Building Corporation, a Florida corporation ("Resolution FL"), as approved by resolution adopted by the sole director of each corporation on August 15, 1995.

2. The merger of Resolution NY with and into Resolution FL is permitted by the laws of New York and is in compliance with these laws. The date of adoption of the Plan of Merger by the sole shareholder of Resolution NY was August 15, 1995.


3. As to Resolution FL, the aforesaid Plan of Merger was adopted by the sole shareholder in accordance with the provisions of the Florida Business Corporation Act on August 15, 1995.

Date: August 15, 1995.

RESOLUTION BUILDING CORPORATION
(New York corporation)


Zo King Dodge
Sole shareholder, director and officer

RESOLUTION BUILDING CORPORATION
(Florida corporation)


Zo King Dodge
Sole shareholder, director and officer

FILED
95 AUG 18 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER
OF
RESOLUTION BUILDING CORPORATION
(a New York corporation)
AND
RESOLUTION BUILDING CORPORATION
(a Florida corporation)

AGREEMENT AND PLAN OF MERGER entered into on August 15, 1995 by Resolution Building Corporation, a business corporation of the State of New York ("Resolution NY"), and approved by resolution adopted by its sole director on that date, and entered into as of April ____, 1995 by Resolution Building Corporation, a business corporation of the State of Florida ("Resolution FL"), and approved by resolution adopted by its sole director on that date.

WHEREAS Resolution NY is a business corporation of the State of New York with its principal office therein located at 4229 Oak Beach, Town of Babylon, County of Suffolk;

WHEREAS the total number of shares which Resolution NY has authority to issue is 20,000, all of which are of one class and of a par value of \$ 1.00 each;

WHEREAS Resolution FL is a business corporation of the State of Florida with its initial registered office therein located at 1201 Hays Street, Suite 105, City of Tallahassee;

WHEREAS the total number of shares of stock which Resolution FL Inc. has authority to issue is 10,000, all of which are of one class and of a par value of \$ 0.01 each;

WHEREAS the New York Business Corporation Law permits the merger of a business corporation of the State of New York with and into a business corporation of another jurisdiction:

WHEREAS the Florida Business Corporation Act permits the merger of a business corporation of another jurisdiction with and into a business corporation of Florida; and

WHEREAS Resolution NY and Resolution FL and the sole director of each deems it advisable and to the advantage, welfare, and the best interests of such corporations and their respective stockholder to merge Resolution NY with and into Resolution FL pursuant to the

provisions of the New York Business Corporation Law and pursuant to the provisions of the Florida Business Corporation Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Resolution NY and approved by a resolution adopted by its sole director and being thereunto duly entered into by Resolution FL and approved by a resolution adopted by its sole director, this Agreement and Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set further herein, are hereby determined and agreed upon as hereinafter set forth.

1. Resolution NY and Resolution FL shall, pursuant to the provisions of the New York Business Corporation Law and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Resolution FL, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Resolution NY, which is sometimes hereinafter referred to as the "terminating corporation," shall cease at such effective time in accordance with the provisions of the New York Business Corporation Law.

2. Annexed hereto and made a part hereof is a copy of the Articles of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Florida of the merger herein provided for; and the Articles of Incorporation shall continue to be the Articles of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

3. The present by-laws of the surviving corporation will be the by-laws of the surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The sole director and officer in office of the surviving corporation at the effective time of the merger shall be the sole director and officer of the surviving corporation, who shall hold her directorship and offices until the election and qualification of her respective successors or until her tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued

as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the New York Business Corporation Law and upon behalf of the surviving corporation in accordance with the provisions of the Florida Business Corporation Act, the corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New York or by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of New York and the State of Florida and elsewhere to effectuate the merger herein provided for.

7. The sole director and officer of the terminating corporation and of the surviving corporation is hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: August 15, 1995

Resolution Building Corporation
New York Corporation

By: Zo King Dodge
Zo King Dodge
Sole shareholder, director
and officer

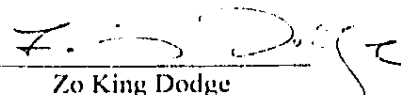
Resolution Building Corporation
Florida Corporation

By: Zo King Dodge
Zo King Dodge
Sole shareholder, director
and officer

CERTIFICATE OF SECRETARY OF RESOLUTION BUILDING CORPORATION
(a New York corporation)

The undersigned, being the Secretary of Resolution Building Corporation, does hereby certify that the holder of all of the outstanding shares of such corporation dispensed with a meeting and vote of the shareholder, and the sole shareholder consented in writing, that the foregoing Agreement and Plan of Merger has been adopted on behalf of this corporation pursuant to the provisions of Section 615 of the New York Business Corporation Law.

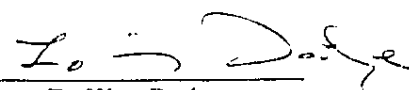
Dated: August 15, 1995


Zo King Dodge
Secretary

CERTIFICATE OF SECRETARY OF RESOLUTION BUILDING CORPORATION
(a Florida corporation)

The undersigned, being the Secretary of Resolution Building Corporation, does hereby certify that the holder of all of the outstanding stock of this corporation dispensed with a meeting and vote of the stockholders, and the sole stockholder consented in writing, pursuant to the provisions of Section 607.0704 of the Florida Business Corporation Act, to the adoption of the foregoing Agreement and Plan of Merger.

Dated: August 15, 1995


Zo King Dodge
Secretary