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9/12/95

FLORIDA DIVISION OF CORPORATIONS

24

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TO: DIVISION OF CORPORATIONS

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMI

DEPARTMENT OF STATE

ONE HARBOUR PLACE

STATE OF FLORIDA

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409 EAST GAINES STREET

TAMPA FL 33601-

TALLAHASSEE, FL 32399

CONTACT: ANNE ELLIS

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PHONE: (813) 223-7000

FAX: (813) 229-4133

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SANDALWOOD OPERATING COMPANY

FAX AUDIT NUMBER: H95000010158

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/12/1995

TIME REQUESTED: 15:24:21

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$131.25

ACCOUNT NUMBER: 076077000355

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AUDIT NO. (((H95000010158)))

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

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P.O. BOX 1171
ORLANDO, FL 32802
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FAX (407) 848-0006

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FAX (407) 869-7368

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FAX (813) 822-3788

PLEASE REPLY TO: TAMPA
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P.O. BOX 3239
TAMPA, FLORIDA 33601
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DATE: September 13, 1995
TO: Division of Corporations
COMPANY: Department of State
TELEPHONE NO.: (904) 487-6052
TELECOPIER TEL. NO.: (904) 922-4000

FROM: Jeri Ann Armistead
Legal Assistant

CLIENT/MATTER NO. 37350/80125

TOTAL NO. PAGES TRANSMITTED (INCLUDING COVER LETTER) 5

MESSAGE: Electronic Cover Sheet and confirmation letter for filing
of Articles of Incorporation for Sandalwood Operating Company.

The information contained in this facsimile message is attorney privileged and
confidential information intended only for the use of the individual or entity
named above. If the reader of this message is not the intended recipient, you
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September 13, 1995
AUDIT NO. (((H95000010158)))

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CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P. A.

ATTORNEYS AT LAW

ONE HARRISON BLVD P.O. BOX 3238	FOURTH TOWER P.O. BOX 1171	HARBORVIEW BLVD UNIT P.O. BOX 12428	FIRST FLORIDA BANK BUILDING P.O. DRAWER 1061	EMERALD HTS P.O. BOX 1461	DARNETT TOWER P.O. BOX 2881
MIAMI, FLORIDA 33101	ORLANDO, FLORIDA 32817	MIAMI, FLORIDA 33152	TALLAHASSEE, FLORIDA 32304	WEST PALM BEACH, FLORIDA 33407	ST. PETERSBURG, FLORIDA 33731
(813) 878-7000	(407) 880-0001	(305) 444-4444	(904) 844-1000	(407) 878-7070	(813) 881-7000
FAX (813) 878-4433	FAX (407) 880-0099	FAX (305) 444-4444	FAX (904) 844-1000	FAX (407) 878-7368	FAX (813) 881-3788

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September 12, 1995

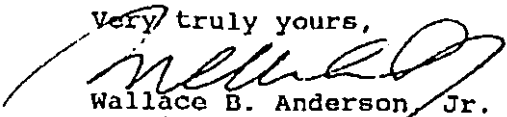
Division of Corporations
Department of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

Re: Sandalwood Operating Company

Dear Sir:

This letter is a confirmation of the electronic filing of
the Articles of Incorporation, for our client, Lawrence R.
Posner.

Very truly yours,


Wallace B. Anderson, Jr.
Florida Bar No. 279277

wba,Jr:ja
Enclosure:
Electronic Filing Cover Sheet

AUDIT NO. (((H95000010158)))

FILED

95 SEP 13 PM 4:20

SECRET
TALLAHASSEE, FLORIDA

(((H95000010158)))

ARTICLES OF INCORPORATION
OF
SANDALWOOD OPERATING COMPANY

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Sandalwood Operating Company.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 305 Mill Street, Poughkeepsie, New York 12601.

ARTICLE III

Shares

The corporation shall have authority to issue 5,000 common shares with a par value of \$1.00 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office One Harbour Place, Tampa, Florida 33602, and the name of its initial registered agent at that address is Wallace B. Anderson, Jr.

ARTICLE V

Incorporator

The name and address of the incorporator are:

NameAddress

Wallace B. Anderson, Jr.

One Harbour Place
Tampa, Florida 33602

ARTICLE VI

Initial Director

The corporation initially shall have one director, whose name and address are:

NameAddress

Lawrence R. Posner

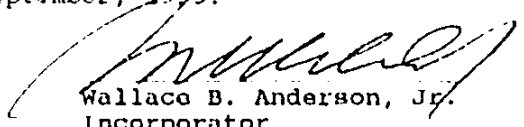
305 Mill Street
Poughkeepsie, NY 12601

Wallace B. Anderson, Jr., Reg.
One Harbour Place
Tampa, FL 33602
Telephone: (813) 223-2700
Florida Bar No. 279277

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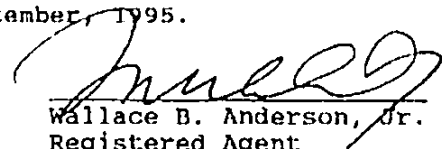
Dated this 12th day of September, 1995.


Wallace B. Anderson, Jr.
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 12th day of September, 1995.


Wallace B. Anderson, Jr.
Registered AgentFILED
95 SEP 13 PM 4:20
TALLAHASSEE, FLORIDA

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