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P95000071164



ACCOUNT NO. : 0721000000032

REFERENCE : 682128 160905A

AUTHORIZATION : *Patricia Pysick*

COST LIMIT : 9 122.50

ORDER DATE : September 14, 1995

ORDER TIME : 10:06 AM

ORDER NO. : 682128

CUSTOMER NO: 160905A

4000011343074

CUSTOMER: Sonia Cohen, Legal Asst.
NORTMAN & BLOOM, P.A.

Suite 1400
1101 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: L.A.H. ADVISORS, INC.

EFFECTIVE DATE

9-13-95

- 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: Lydia E. Lott

EXAMINER'S INITIALS:

FILED
 95 SEP 14 AM 8:51
 11/14/95

SEP 15 1995 BSB

ARTICLES OF INCORPORATION
OF
L.A.H. ADVISORS, INC.

FILED
95 SEP 14 AM 8:51

EFFECTIVE DATE
9-13-95

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is L.A.H. ADVISORS, INC.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial registered agent and the initial registered office and mailing office of the corporation is 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is LEONARD H. BLOOM.

ARTICLE VI

The corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time pursuant to the bylaws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

The name and address of the member(s) of the first Board of Directors of the Corporation who shall hold office for the first

year of the corporation's existence or until a successor is elected and has qualified as:

<u>Name</u>	<u>Address</u>
LAWRENCE A. HAMBERGH	505 Park Avenue New York, New York 10022

ARTICLE VIII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference, telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE X

The name and street address of the incorporator signing these articles is:

Leonard H. Bloom	1101 Brickell Avenue Miami, Florida 33131
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ARTICLE XI

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII

The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

EXECUTED at Miami, Florida, this 13th day of September, 1995.



LEONARD H. BLOOM


STATE OF FLORIDA)

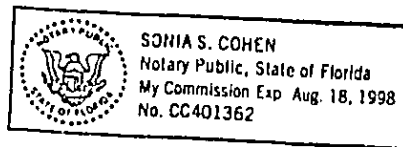
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared LEONARD H. BLOOM, to me known to be the person who subscribed to the foregoing Articles of Incorporation and acknowledged that he

freely and voluntarily executed the said Articles of Incorporation
for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 13th day of
September, 1995.


Notary Public, State of Florida
at Large



CERTIFICATE OF DESIGNATING RESIDENT AGENT
AND RESIDENT OFFICE

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

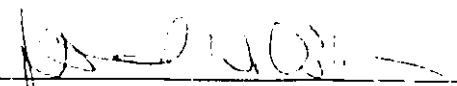
DESIGNATION

L.A.H. ADVISORS, INC.

desiring to organize under the laws of the State of Florida, hereby designates LEONARD H. BLOOM its registered agent and 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered agent.



LEONARD H. BLOOM


STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared LEONARD H. BLOOM, to me known to be the Registered Agent of the corporation and acknowledged that he freely and voluntarily

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95 SEP 14 AM 8:55
TALLAHASSEE, FLORIDA

executed the said Articles of Incorporation for the purposes
therein expressed.

SWORN TO AND SUBSCRIBED before me this 12th day of September,
1995.



Notary Public, State of Florida
at Large

