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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 192233 5016163

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : December 17, 1996

ORDER TIME : 8:33 AM

ORDER NO. : 192233-005

CUSTOMER NO: 5016163

600002032316--2

CUSTOMER:

RICHARD P. BLOOM

320 Northern Blvd.
Suite #14-a
Great Neck, NY 11021

DOMESTIC FILING

NAME: MALUKA II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILED
96 DEC 18 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 18 AM 10:40
DIVISION OF CORPORATION
Dmc 12/18/96

ARTICLES OF INCORPORATION
OF
MALUKA II, INC.

FILED
96 DEC 18 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MALUKA II, INC.

The address of the principal office of this corporation shall be 320 Northern Boulevard, Suite #14-A, Great Neck, New York 11021, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business 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 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Fred Rosner
Dir.

320 Northern Boulevard, Suite #14-A
Great Neck, New York 11021

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 18, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

JOE/VLP