

1101 HAY STREET

TALLAHASSEE, FL 32301

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PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

9900023157

ORDER NO. : 072100000032

REFERENCE : 000774 4301093

AUTHORIZATION : *Kalicia Pizich*

COST LIMIT : \$ 70.00

ORDER DATE : March 13, 1996

ORDER TIME : 9:40 AM

ORDER NO. : 000774

000001742980

CUSTOMER NO: 4301093

CUSTOMER: Susan Fields, Legal Asst
REID & PRIEST

40 West 57th Street

New York, NY 10019

DOMESTIC FILING

NAME: SONIA LEE INVESTMENTS, INC.

EFFECTIVE DATE:

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: Karen E. Rozar

EXAMINER'S INITIALS:

T. BROWN MAR 14 1996

NR R96-955

FILED
96 MAR 14 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1996

CSC NETWORKS

The name SONIA LEE INVESTMENTS, INC.. has been reserved for 120 days beginning February 23, 1996. The reservation number is R9600000955 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 496A00007968

ARTICLES OF INCORPORATION

OF

SONIA LEE INVESTMENTS, INC.

FILED
96 MAR 14 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SONIA LEE INVESTMENTS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o Holland & Knight, 1 East Broward Boulevard, Fort Lauderdale, FL 33301,
Suite 1300, Attn: Irwin Sayne

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of Common Stock, \$.01 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Susan Fields, c/o Reid & Priest LLP, 40 West 57th Street, New York, NY 10010

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

_____ 13th _____ day of _____ March _____, 19__ 06__ .

Susan Fields
Signature

Signature

Signature

**Articles of Incorporation
Filing Fee - \$35**

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

PURSUANT TO THE PROVISIONS OF SECTION 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: SONIA LEE INVESTMENTS, INC.

2. The name and address of the registered agent and office is:

Corporation Service Company
(Name)
1201 Hays Street
(P.O. Box not acceptable)
Tallahassee, FL 32301
(City/State/Zip)

FILED
96 MAR 14 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Karen B. Rozar
(Signature)

3-14-96

Karen B. Rozar, as its agent

P960000 23157

1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-1171
904-222-1191

3400006



ACCOUNT NO. : 072100000032
REFERENCE : 923957 4301893
AUTHORIZATION : *Patricia Lyub*
COST LIMIT : * 35.00

FILED
95 APR 19 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 18, 1996
ORDER TIME : 10:0 AM
ORDER NO. : 923957
CUSTOMER NO: 4301893

400001787154

CUSTOMER: Susan Fields, Legal Asst
Reid & Priest
40 West 57th Street
New York, NY 10019

DOMESTIC AMENDMENT FILING

NAME: SONIA LEE INVESTMENTS, INC.

RECEIVED
95 APR 19 AM 11:10
DIVISION OF CORPORATION

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

*Amend
CRG/19
4/19*

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SONIA LEE INVESTMENTS, INC.

(present name)

FILED
26 APR 19 11 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE II PRINCIPAL OFFICE. The principal place of business and mailing address of this corporation shall be: c/o UBS Asset Management (New York), Inc. 1345 Avenue of the Americas, 47th Fl, NY, NY 10105 c/o Francis J. Decker

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March 15, 1996.

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

*The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)*

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 15 day of March, 19 96.

Signature Susan Fields
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Susan Fields

Typed or printed name

Incorporator

Title