

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0170
904-222-0111

800-342-8086



Handwritten: 96000023949

ORDER NO. : 96000023949

ORDER DATE : 3/1/96

ORDER TYPE : *Long Term*

ORDER NO. : 96000023949

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ORDER NO. : 96000023949

CUSTOMER NO. : 96000023949

400001737734

CUSTOMER : *Long Term*
NEW CORPORATE SERVICES

62 White Street

New York, NY 10013

DOMESTIC FILING

Vendome
NAME : *Vendome* REALTY CORP.

EFFECTIVE DATE :

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 : *TERENCE MORAN*

Handwritten signature

RECEIVED
56 MAR -8 PM 1:11
DIVISION OF CORPORATION
96 MAR 15 PM 1:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR 18 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 11, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FL REALTY CORP.
Ref. Number: W96000005279

Resubmit

We have received your document for FL REALTY CORP. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 096A00010678

RECEIVED
55 MAR 15 PM 4:22
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

VENDOME REALTY CORP.

FILED
96 MAR 15 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

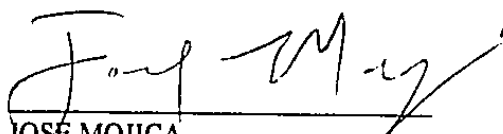
THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is Vendome Realty Corp.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1000 (ONE THOUSAND) shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 4435 OLD WINTER GARDEN ROAD, ORLANDO, FL. 32802 and the name of its initial registered agent at such address is XL CORPORATE SERVICES, INC..
6. The number of directors constituting the initial board of directors is 1 (ONE) and the name and address of each person who is to serve as a member thereof is as follows:

ERIC LEROY, C/O ANZALONE & LESCHINS, 888 7TH AVE., STE 2808 N.Y., N.Y. 10106
7. The name and address of the sole incorporator is: JOSE MOJICA, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 03/07/96


JOSE MOJICA
Sole Incorporator

ACCEPTANCE OF APPOINTMENT

AS

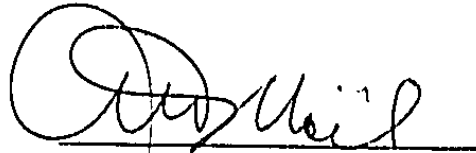
REGISTERED AGENT

FILED
96 MAR 15 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby accept appointment as Registered Agent of Vondomo Realty Corp., the within named corporation.

Dated:

MAR 07 1996



XL CORPORATE SERVICES, INC.
MARC MOEL, ASST. SECY.