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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



OFFICE OF THE SECRETARY OF STATE

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OFFICE OF THE SECRETARY OF STATE  
*Patricia Pizute*

CONFIDENTIAL

ORDER DATE : March 22, 1996

ORDER TYPE : 2:43 AM

OFFICE OF THE SECRETARY OF STATE

ORDER NO. : 96000026328

CUSTOMER NO. : 96000026328

CUSTOMER : Mr. Richard Mephre  
X1 CORPORATE SERVICES

67 White Street

New York, NY 10013

DOMESTIC FILING

NAME : 2805 EAST BAY CORP.

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: JENNIFER MORAN

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
96 MAR 22 AM 11:22  
DIVISION OF CORPORATION

KATHY H. MAR 26 1996

**ARTICLES OF INCORPORATION**  
**OF**  
**2805 EAST BAY CORP.**

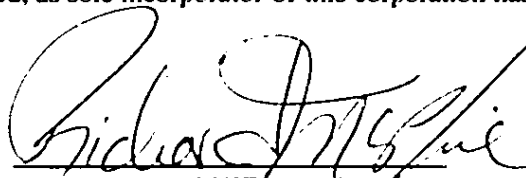
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SEC. OF STATE  
TALLAHASSEE, FLORIDA

**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 2805 EAST BAY 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 200 NPV 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 32811 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 ONE and the name and address of each person who is to serve as a member thereof is as follows: DOM'NICK MAGNOTTA, 340 CENTRAL AVENUE, WHITE PLAINS NY 10603
7. The name and address of the sole incorporator is: RICHARD MCPHIE, 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: 03/21/96

  
RICHARD MCPHIE  
*Sole Incorporator*

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ACCEPTANCE OF APPOINTMENT 36 MAR 22 AM 9 29

AS

SECRETARY  
ALLA H. MOEL, FLOIDA

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of 2805 EAST BAY CORP. the within named corporation.

Dated: 3/21/56

  
MARJORIE MOEL, SECRETARY  
CORPORATE SERVICES, INC.  
Marjorie Moel, Assistant Secretary