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April 3, 1996

UPS NEXT DAY AIR

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Vanderholly, Inc.

Gentlemen:

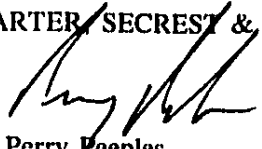
Enclosed herewith please find an original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our client's check in the amount of \$122.50 is enclosed for the required filing fee.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

HARTER, SECRET & EMERY


C. Perry Peoples

CPP/jpw
Enclosures

RECEIVED
STATE OF FLORIDA
DIVISION OF CORPORATIONS
APR 4 1996 11:12:01

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D. BROWN APR 10 1996

ARTICLES OF INCORPORATION

OF

VANDERHOLLY, INC.

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is Vanderholly, Inc. and the address of the principal office and mailing address of the Corporation is 3 Hanover Square, Suite 11C, New York, New York 10004.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 1000, all of which are to be voting common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 800 Laurel Oak Drive, Suite 400, Naples, Florida 33963-2738. The name of the initial registered agent of the Corporation at the registered office shall be C. Perry Peeples, Esq.

FILED
2011-03-07
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TALLAHASSEE, FLORIDA

ARTICLE V

Initial Board of Directors

The Initial Board of Directors of the Corporation shall be comprised of One (1) person. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The name and address of the initial Director to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Selena Vanderwerf
3 Hanover Square, Suite 11C
New York, New York 10004

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Selena Vanderwerf
3 Hanover Square, Suite 11C
New York, New York 10004

ARTICLE VII

Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing
Articles of Incorporation this 31ST day of March, 1996.

Selena Vanderwerf
Selena Vanderwerf,
Incorporator

STATE OF NEW YORK
COUNTY OF NEW YORK

The foregoing instrument was acknowledged before me this 31ST day of March, 1996
by Selena Vanderwerf, who is personally known to me or who has produced
DRIVERS LICENSE as identification.

Virginia M. Carbone
Notary Public

Printed Name

VIRGINIA M. CARBONE
Notary Public, State of New York
No. 4503319
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires ~~March 31, 1997~~

NOV. 30, 1997

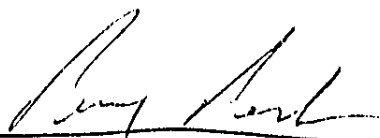
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ACCEPTANCE OF REGISTERED AGENT

FOR

VANDERHOLLY, INC.

I, C. Perry Peebles, Esq., having signed the within as registered agent of Vanderholly, Inc., (the "Corporation") at the registered address of 800 Laurel Oak Drive, Suite 400, Naples, Florida 33963-2738, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.


C. Perry Peebles,
REGISTERED AGENT

FILED
96 APR -4 PM 12:07
TALLAHASSEE, FLORIDA