

P96000039639

JAMES E. WEBER
PROFESSIONAL ASSOCIATION

JAMES E. WEBER
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SUITE 205 FLAGLER CENTER
501 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401

May 1, 1996

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*****70.00 *****70.00

Department of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32301

Re: The Foster-Kingston Group, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 in enclosed which represents the following fees:

Filing Fee	\$35.00
Registered agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a conformed copy to the undersigned.

Sincerely,

James E. Weber
James E. Weber
JW:pg
Enclosures

*DNK
5-8-96*

*Brenda gave auth
by phone to correct
Art 814, R.O.
Dmc*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY -3 PM 12:47

FILED

ARTICLES OF INCORPORATION
OF
THE FOSTER-KINGSTON GROUP, INC.

FILED
96 MAY -3 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE ONE

NAME

The name of the Corporation is THE FOSTER-KINGSTON GROUP, INC.

ARTICLE TWO

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE THREE

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 501 South Flagler Drive, Suite 502, West Palm Beach, FL 33401.

ARTICLE FOUR

CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is Ten Thousand (10,000), all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE

PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE SIX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the Corporation's registered office is 501 South Flagler Drive, Suite 502, West Palm Beach, Florida 33401. The initial registered agent for the Corporation at that address is JAMES E. WEBER.

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of three (3) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Robert F. McKeon	One Blue Hill Plaza Pearl River, New York 10965
Mark Wei	One Blue Hill Plaza Pearl River, New York 10965
Paul K. McKeon	One Blue Hill Plaza Pearl River, New York 10965

ARTICLE EIGHT

INCORPORATOR

The names and street addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Robert F. McKeon	One Blue Hill Plaza Pearl River, New York 10965
Mark Wei	One Blue Hill Plaza Pearl River, New York 10965

ARTICLE NINE

INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned have executed these Articles of Incorporation this 25 day of April, 1996.



Robert F. McKeon, Incorporator



Mark Wei, Incorporator

FILED

CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

06 MAY -3 PM 12:48

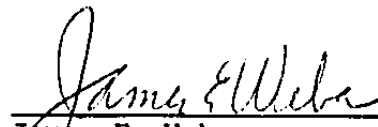
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes,
the following is submitted:

THE FOSTER-KINGSTON GROUP, INC., desiring to organize under
the laws of the State of Florida with its initial registered office
as indicated in the Articles of Incorporation, at 501 South Flagler
Drive, Suite 502, in the City of West Palm Beach, County of Palm
Beach, and State of Florida, has named James E. Weber as its
registered agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above
corporation for the purpose of accepting service of process at the
registered office designated in this certificate, I hereby accept
such appointment and acknowledge that I am familiar with and accept
the obligations and responsibilities of such office as provided for
in Florida Statutes 607.0505.


James E. Weber
Registered Agent