1201 Hays Street
Tallahassee, FL 32301-2607
904-222-9171
904-222-0393 FAX
800-342-8086

P96000046843

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : ~~955421~~ ~~4329904~~

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : May 15, 1996

ORDER TIME : 12:0 PM

ORDER NO. : 955421

CUSTOMER NO: 4329904

600001848796

CUSTOMER: Mr. Carl S. Rosen
BROAD AND CASSEL

Suite 300
7777 Glades Road
Boca Raton, FL 33434

FILED
96 JUN -3 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: STATESIDE CAPITAL GROUP, INC.

EFFECTIVE DATE:

RECEIVED
96 JUN -3 PM 2:12
DIVISION OF CORPORATION

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: Jennifer Moran

EXAMINER'S INITIALS: DMC 6/4/96

FILED
96 JUN -3 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

STATESIDE CAPITAL GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STATESIDE CAPITAL GROUP, INC.

The address of the principal office of this corporation shall be 210 Knickerbocker Road, Cresskill, New Jersey, 07626, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having $1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Norman S. Weinstein Dir.	210 Knickerbocker Road Cresskill, New Jersey 07626
Jerome Rindner Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Norman S. Weinstein Pres.	210 Knickerbocker Road Cresskill, New Jersey 07626
Jerome Rinder V. Pres./Sec.	Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 3, 1996.

CORPORATION SERVICE COMPANY

By: ______________________
Its Agent, Gail Shelby

FILED

96 JUN -3 AM 8:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, (Gail Shelby)

LRD/jlm