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July 17, 1996

LEXIS DOCUMENT SERVICES PO BOX 2969 SPRINGFIELD, IL 62708

SUBJECT: SANDALWOOD PARTNERS, LTD.

Ref. Number: W96000014954

We have received your document for SANDALWOOD PARTNERS, LTD. 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 use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

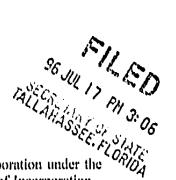
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Sheldon Bream Document Specialist

Letter Number: 996A00034687

ARTICLES OF INCORPORATION OF SANDALWOOD PARTNERS, INC.



The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Sandalwood Partners, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall:

c/o Kramer, Levin, Naftalis & Frankel 919 third Avenue New York, NY 10022

ARTICLE III SHARES

The Number of Shares of Stock that this corporation is authorized to have at any time one time is: 1,000 shares with .\$01 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Lexis Document Services 3953 WW Kelley Road Tallahassee, FL 32311

ARTICLE V INCORPORATOR

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

Patrick Fairman c/o Kramer, Levin, Naftalis & Frankel 919 Third Avenue New York, NY 10022 The undersigned incorporator has executed these Articles of Incorporation this 15th day of July, 1996.

Palrick Fairman, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. YUE WITH OF RIS CI	irporation is:	CENTRAL GOOMINGING	, ING.	
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2. The name and add	ress of the regis	stored agent and office is:		96 JI SECRI
	LEXIS DOCUM	MENT SERVICES (NAME)	,	IL 17 PH HASSEE
_	3953 WW Kell (P.O. Box	lley Road Kor Mail Drop Box NOT Acce	FTABLE)	PH 3: 06 OF STATE
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C.Wo	Olyace (SIGNATURE)		7-17-96 (DATE)	

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314