

P96000099305

LAW OFFICES
KLEINBARD, BELL & BRECKER

SUITE 700

1900 MARKET STREET
PHILADELPHIA, PA. 19103

(215) 568-2000

TELECOPIER
(215) 568-0140

215/496/7250
TWX 710-670-1348
KLEINBELBR

INTERNET
KLEINBARD@AOL.COM

December 5, 1996

PAUL E. BOMZE
MURRAY I. BLACKMAN
HOWARD N. GREENBERG
HOWARD J. DAVIS
STEVEN R. WAXMAN
DAVID L. HYMAN*
IMOGENE E. HUGHES
JOHN P. HICKEY
JAY R. GOLDSTEIN
RALPH J. MAURO*
THOMAS H. SPERANZA*
MATTHEW A. COSENZA*

*ALSO MEMBER OF NJ BAR

ARTHUR S. KEYSER
COUNSEL TO THE FIRM
NEW JERSEY OFFICE
BUILDING B
102 BROWNING LANE
CHERRY HILL, NJ 08003
(609) 783-4448
TELECOPIER
(609) 782-1133

JOSEPH BELL
FRED D. FURMAN
OF COUNSEL

JOSEPH S. KLEINBARD
(603-1994)
ROBERT JOHN DRECKER
(916-1996)

DIRECT DIAL

Federal Express
Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

700002022977--2
-12/09/96--01005--001
****131.25 ****131.25

Re: Sandstone International Marketing, Inc.

Gentlemen:

Enclosed please find an original and two copies of Articles of Incorporation for Sandstone International Marketing, Inc. for filing with your office. We would like to obtain a Certificate of Status for this company along with the certified Articles of Incorporation. **PLEASE DO NOT STAPLE OR IN ANY WAY PUT HOLES IN THESE DOCUMENTS BECAUSE THEY MUST BE SUBMITTED TO THE U.S. EMBASSY FOR AUTHENTICATION AND WILL NOT BE ACCEPTED IF THE DOCUMENTS CONTAIN ANY HOLES.** I have enclosed a check in the amount of \$131.25 to cover your filing fees and certified copy (\$122.50) and costs for the Certificate of Status (\$8.75).

Also enclosed you will find an original and two copies of a Fictitious Name Registration Application for filing on behalf of Sandstone International Marketing, Inc. We would like to also obtain a certified copy of the Application. **PLEASE DO NOT STAPLE OR IN ANY WAY PUT HOLES IN THESE DOCUMENTS BECAUSE THEY MUST BE SUBMITTED TO THE U.S. EMBASSY FOR AUTHENTICATION AND WILL NOT BE ACCEPTED IF THE DOCUMENTS CONTAIN ANY HOLES.** I have enclosed a second check in the amount of \$80 to cover your filing fees and costs.

Thank you for your assistance in this matter.

Very truly yours,

Lisa E. Garlatti

LISA E. GARLATTI
Legal Assistant

/hs

Enclosures

cc: Veronica Farr
John P. Hickey, Esq.

FILED
96 DEC -5 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12.9.96
KR

ARTICLES OF INCORPORATION

OF

Sandstone International Marketing, Inc.

FILED

96 DEC -5 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the corporation) shall be **Sandstone International Marketing, Inc.**

SECOND: The duration of the corporation shall be perpetual.

THIRD: The date and time of the commencement of the corporate existence is the time of filing of Articles by the Department of State.

FOURTH: The purposes for which the corporation is initially organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act, including but not limited to imports and exports, overseas investments.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is:

One thousand (1,000) common shares at no par value per share.

SIXTH: The address of the initial registered office and principal office of the corporation in the State of Florida is 4675 S. W. 74th Street, Miami, Florida 33143 and the name of the initial registered agent of the corporation at such address is Veronica Farr.

SEVENTH: The corporation shall have at least two directors, with the exact number to be specified by a majority of the directors from time to time. The number of directors constituting the initial Board of Directors of the corporation is two and the names and the addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Potamkin	4675 S.W. 74th Street Miami, FL 33143
Alan H. Potamkin	4675 S.W. 74th Street Miami, FL 33143

EIGHTH: The corporation shall indemnify its officers and directors to the fullest extent permitted by law either now or hereafter.

NINTH: The name and the address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Veronica Farr	4675 S.W. 74th Street Miami, FL 33143

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 2nd day of December, 1996.


VERONICA FARR, Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation name in the foregoing Articles of Incorporation.

By: VERONICA FARR
VERONICA FARR

STATE OF FLORIDA)
)
COUNTY OF DADE) SS. :

On this 2nd day of December, 1996, before me, a Notary Public in and for the State and County aforesaid, personally appeared Veronica Farr, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of Sandstone International Marketing, Inc. and who duly acknowledged to me that she signed said Articles of Incorporation as the incorporator of said corporation.

Witness my hand and seal of office on the day and year
aforesaid.

Notary Public

Commission expires:

(Notarial Seal)

OFFICIAL NOTARY SEAL
E ALEXANDER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC295290
MY COMMISSION EXP. JULY 15, 1997

FILED
96 DEC -5 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA