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TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: EUROPEAN-AMERICAN CONSULTING GROUP, INC.
101354001024

ACCT#:

CONTACT: HENNING SCHWARZKOPF
PHONE: (305)789-6766
(305)372-0189

FAX #:

NAME: OAKLAWN ASSET MANAGEMENT, INC.

AUDIT NUMBER.....H96000018076

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FAX Audit Number: H96000018076

ARTICLES OF INCORPORATION

of

OAKLAWN ASSET MANAGEMENT, INC.

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TALLAHASSEE FLORIDA

The undersigned incorporator, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

Name

The name of the Corporation is **Oaklawn Asset Management, Inc.**

ARTICLE II

Purposes

The general purpose or purposes for which this corporation is initially organized shall include the transaction of any and all lawful purposes for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III

Principal Office

The principal place of business and mailing address of this corporation shall be at 801 Brickell Avenue, Miami, Florida 33131.

ARTICLE IV

Shares

The total number of shares of stock that corporation is authorized to have outstanding at any one time is 1,000 shares of common stock of \$.01 par value each.

**Preparer: European-American Consulting Group, Inc.
801 Brickell Avenue, 9th Floor
Miami, Florida 33133
Tel: (305) 789-6766 - Fax: (305) 372-0189**

FAX Audit Number: H96000018076

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ARTICLE V

Initial Registered Agent and Street Address

The name and address of the initial registered agent is European-American Consulting Group, Inc., 801 Brickell Avenue, 9th Floor, Miami, Florida 33131.

ARTICLE VI

Initial Officers and Directors

NAME	ADDRESS
Thomas Cornelius	90 Park Avenue, Suite 1700 New York, New York 10016

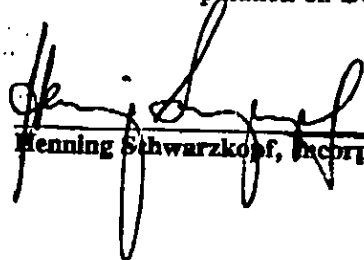
ARTICLE VII

Incorporator

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

NAME	ADDRESS
Henning Schwarzkopf	801 Brickell Avenue, 9th Floor, Miami, FL 33131

The undersigned incorporator has executed these Articles of Incorporation on December 27, 1996



 Henning Schwarzkopf, Incorporator

FAX Audit Number: H96000018076

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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, SUBMIT THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the corporation is:

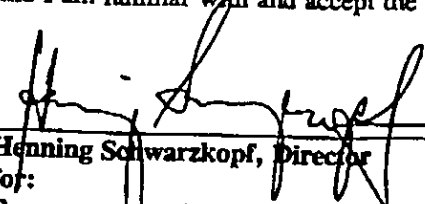
Oaklawn Asset Management, Inc.

2. The name and address of the registered agent and office is:

European-American Consulting Group, Inc.
801 Brickell Avenue, 9th Floor
Miami, FL 33131

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TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.



Henning Schwarzkopf, Director
for:
European-American Consulting Group, Inc.
801 Brickell Avenue, 9th Floor
Miami, FL 33131
REGISTERED AGENT

FAX Audit Number: H96000018076