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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

8000002081598--3
-02/07/97--01077-007
****245.00 ****122.50

CORPORATION(S) NAME

Viceroy Capital Corp.

Profit Articles

| | | |
|--|---|---|
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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2/7/97

**ARTICLES OF INCORPORATION
OF
VICEROY CAPITAL CORP.**

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First: The corporate name which satisfies the requirements of Section 607.0401 is:

VICEROY CAPITAL CORP.

Second: The street address of the initial principal office and the mailing address of the Corporation is:

10101 Collins Avenue - Apt. 14B
Bal Harbor, Florida 33154

Third: The number of shares which the Corporation is authorized to issue is one thousand (1,000) shares.

Fourth: Provisions granting preemptive rights are: No Preemptive Rights.

Fifth: Provisions for the regulation of the internal affairs of the Corporation are: None other than as specified by Florida Corporation law.

Sixth: The street address of the initial registered office of the Corporation is 10101 Collins Avenue - Apt. 14B, Bal Harbor, Florida 33154 and the name of its initial registered agent at such address is Charles Spina.

Seventh: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor or successors are elected and shall qualify is:

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| Charles Spina | 10101 Collins Avenue - Apt. 14B Bal Harbor, Florida 33154 |

Eighth: The name and address of the Incorporator are:

| <u>Name</u> | <u>Address</u> |
|-------------|---|
| Ralph Coti | 36 West 44th Street - Suite 400 New York, New York 10036 |

Ninth. Meetings of stockholders may be held outside the State of Florida, if the By-Laws of the Corporation so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Articles of Incorporation of the Corporation.

Tenth. This Corporation reserves the right to amend, alter, change or repeal any matter contained in the Articles of Incorporation by the majority vote of its Board of Directors, or in any other manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

Eleventh. No director shall have any personal liability to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director except (i) for any breach of the director's loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) from any transaction from which the director obtained an improper personal benefit and (iv) any liability or damages for which a director may not be excluded from liability as a matter of law.

Twelfth. Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

Ralph Coti, the undersigned, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the law of the State of Florida, does hereby make and file these Articles of Incorporation and accordingly I have hereunto set my hand this 3rd day of February, 1997.



Ralph Coti

Acceptance by the registered agent is required in Florida Statutes Section 607.0501(3). Charles Spina is familiar with and accepts the obligations provided for in Section 607.0505.

Dated: February 4, 1997



Charles Spina

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