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February 12, 1997

Office of the Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500002090455--8
-02/18/97-01036--016
*****70.00 *****70.00

Re: Northern Westchester Industries, Inc.

Gentlemen:

On behalf of the above named company, enclosed for filing are two copies of the Articles of Amendment to the Articles of Incorporation. Also enclosed is our check in the amount of \$70.00 representing the filing fee. Please return one copy to us which has been stamped as filed.

Sincerely,

Jonathan Reisman /ts
JONATHAN B. REISMAN

JBR:ts

Enclosures

FILED
97 FEB 17 12:11:53
STATE
TALLAHASSEE, FLORIDA

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2/21/97

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97 FEB 17 AM 11:58

ARTICLES OF INCORPORATION
OF
NORTHERN WESTCHESTER INDUSTRIES, INC.
TALLAHASSEE, FLORIDA

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FIRST: The name of the corporation is Northern Westchester Industries, Inc. (the "Corporation").

SECOND: The aggregate number of shares which the corporation shall have authority to issue is ONE MILLION (1,000,000) SHARES of capital stock, \$0.01 par value.

THIRD: The Corporation is organized for the purpose of transacting any and all lawful business.

FOURTH: 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 the initial director is:

Richard K. Parker
245 Park Avenue
New York, New York 10167

FIFTH: The name and address of the incorporator, the street address of the Corporation's initial registered office and the name of its initial registered agent at that office are:

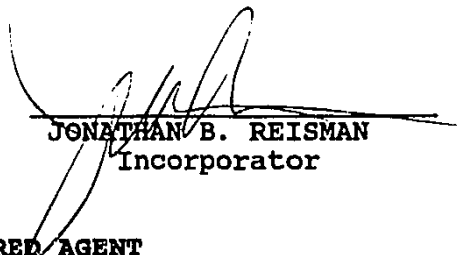
Jonathan B. Reisman, Esq.
Reisman & Associates, P.A.
5100 Town Center Circle
Suite 330
Boca Raton, Florida 33486

SIXTH: The address of the principal office and the mailing address of the corporation is:

245 Park Avenue
New York, New York 10167

SEVENTH: The Corporation elects not to be governed by
Section 607.0901 of the Florida Business Corporation Act.

DATED: February 12, 1997


JONATHAN B. REISMAN
Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned registered agent for Northern Westchester
Industries, Inc. hereby accepts such appointment and is familiar
with, and accepts the obligations of that position.


JONATHAN B. REISMAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA