

P97000019849
LAW OFFICE
KLEINBARD, BELL & BRECKER
SUITE 700
FILED

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*

1900 MARKET STREET
PHILADELPHIA, PA. 19103

(215) 568-2000

TELECOPIER
(215) 568-0140

TWX 710-670-1345
KLEINBELBR

INTERNET
KLEINBARD@AOL.COM

97 FEB 27 PM 1:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTHUR S. KEYSER
COUNSEL TO THE FIRM
NEW JERSEY OFFICE
BUILDING B
BROWNING LANE
CHERRY HILL, NJ 08003

(609) 783-4448
TELECOPIER
(609) 782-1133

JOSEPH BELL
FRED D. FURMAN
OF COUNSEL

JOSEPH S. KLEINBARD
(905-1994)

ROBERT JOHN BRECKER
(916-1998)

DIRECT DIAL

*ALSO MEMBER OF NJ BAR

February 25, 1997

Federal Express

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

500002100225--3
-02/27/97--01080--006
***122.50 ***122.50

Re: Potamkin Investments, Inc.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for Potamkin Investments, Inc.. for filing with your office. Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed Federal Express envelope. I have also enclosed a check in the amount of \$122.50 to cover your filing fees and certified copy costs.

Thank you for your assistance in this matter.

Very truly yours,

Lisa E. Garlatti

LISA E. GARLATTI
Legal Assistant

/hs

Enclosures

cc: John P. Hickey, Esq.

PH
3/4/97

FILED

97 FEB 27 PM 1:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
POTAMKIN INVESTMENTS, INC.**

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 **Potamkin Investments, 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 the provision of motor vehicle and financial consulting services.

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 Alan H. Potamkin.

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:

NAME

ADDRESS

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:

NAME

ADDRESS

Alan H. Potamkin

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 25th day of February, 1997.


ALAN H. POTAMKIN, 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: 

ALAN H. POTAMKIN

FILED
97 FEB 27 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF
COUNTY OF

)
)
)

SS.:

On this 25th day of February, 1997, before me, a Notary Public in and for the State and County aforesaid, personally appeared Alan H. Potamkin, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of Potamkin Investments, Inc. and who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said corporation.

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

E. Alexander

Notary Public

Commission expires:

(Notarial Seal)

