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Resident Counsel
THEODORE DANIELS

New York Office
565 STEWART AVENUE
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516-745-6000
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February 18, 1997

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Standell Corp.

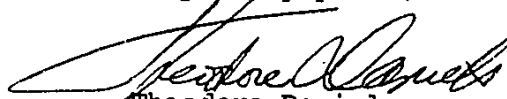
Dear Sirs and Mesdames:

Enclosed are an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

Kindly return the official receipt and certified copy to the undersigned at the above address.

Thank you.

Very truly yours,


Theodore Daniels

td/ft
7880
Encl.
via fedex

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W97-4499

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -5 PM 3:45

97 MAR 17

HOLLENBERG LEVIN SOLOMON ROSS BELSKY & DANIELS, LLP

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March 4, 1997

Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32399

Re: Standella Corp.
Att: Claretha Golden, Document Specialist

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -5 PM 3:45


Dear Sirs and Mesdames:

We herewith resubmit Articles of Incorporation for Standella Corp. and your letter dated February 25, 1997 rejecting our original choice of name "Standell Corp."

I spoke with a representative of your department who advised that the choice of the name Standella Corp. will be approved. She further advised that the \$122.50 sent to you for the Standell Corp. incorporation will be applied to this present application.

Please call me collect if there is any problem. Thank you.

Very truly yours,



Theodore Daniels

td/mt
Encl.
via fedex



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -5 PM 3:45

February 25, 1997

HOLLENBERG LEVIN SOLOMON, ET. AL.
ATTN: THEODORE DANIELS
4400 NORTH FEDERAL HIGHWAY
BOCA RATON, FL 33431

SUBJECT: STANDELL CORP.
Ref. Number: W97000004499

We have received your document for STANDELL CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 797A00009859

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -5 PM 3:45

ARTICLES OF INCORPORATION

OF

STANDELLA CORP.

ARTICLE I - NAME

STANDELLA CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be c/o Theodore Daniels, Esq., 4400 North Federal Highway, Boca Raton, Florida 33431

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares, all of which shall be common, without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Theodore Daniels, 4400 North Federal Highway, Boca Raton 33431.

ARTICLE V - INCORPORATOR

The name and street address of incorporator to these Articles of Incorporation is Stanford Schwartz, 532 Larch Lane, East Meadow, New York 11554.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18 day of February, 1997.


Stanford Schwartz

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR -5 PM 3:45

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICER**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered officer/registered agent in the state of Florida:

1. Name of the Corporation is:

Standell Corp.

2. Name and address of the registered agent is:

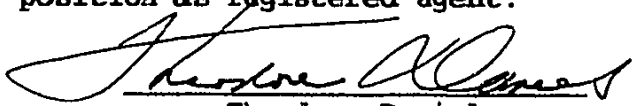
Theodore Daniels
4400 North Federal Highway
Boca Raton, Florida

Signature _____

Title: President

Date: February 18, 1997

Having been named as registered agent and to accept service for the above stated corporation at the place designated in this 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 position as registered agent.


Theodore Daniels
February 18, 1997