

P97000024265

LAW OFFICES
KLEINBARD, BELL & BRECKER
SUITE 700

1900 MARKET STREET
PHILADELPHIA, PA. 19103

(215) 566-2000

TELECOPIER
(215) 566-0140

TWX 710-670-1340
KLEINBELBR

INTERNET
KLEINBARD@AOL.COM

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*
MARY V. BLINKARD*

*ALSO MEMBER OF NJ BAR

NEW JERSEY OFFICE
BUILDING 8
102 BROWNING LANE
CHERRY HILL, NJ 08003
(609) 783-4448
TELECOPIER
(609) 782-4133

ARTHUR S. KEYSER
COUNSEL TO THE FIRM

JOSEPH BELL
FRED D. FURMAN
OF COUNSEL

JOSEPH S. KLEINBARD
USOB-1994
ROBERT JOHN BRECKER
SP10-1990

DIRECT DIAL

March 10, 1997

Federal Express
Secretary of State
Corporation Bureau
409 East Guines Street
Tallahassee, FL 32399

400002110094--2
-03/11/97--01094--016
****131.25 ****131.25

Re: Retail Diversified Investors Corp.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for RETAIL DIVERSIFIED INVESTORS CORP. for filing with your office along with a check in the amount of \$131.25 to cover your fees and costs.

We would also like to obtain the following documents on behalf of the new entity:

1. Certified Copy of the Articles of Incorporation
2. Certificate of Status

PLEASE DO NOT STAPLE OR IN ANY WAY PUT HOLES IN THESE DOCUMENTS BECAUSE THEY WILL NOT BE ACCEPTED FOR AUTHENTICATION.

Please return documents to the undersigned in the enclosed Federal Express envelope.
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.

MAR 18

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FILED
97 MAR 11 PM 1:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED

97 MAR 11 PM 1:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RETAIL DIVERSIFIED INVESTORS CORP.

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 **Retail Diversified Investors Corp.**

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 ownership of interests in and/or operation of printing and related businesses.

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 10th day of March, 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 MAR 11 PM 1:29
STATE
TALLAHASSEE, FLORIDA

STATE OF)

COUNTY OF)

SS.:

On this 10th day of March, 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)

OFFICIAL NOTARY SEAL
E ALEXANDER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC295290
MY COMMISSION EXP. JULY 15, 1997