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ACCOUNT NO. 072100000032
DIVISION: CORPORATION

REFERENCE : 332845 4301860

AUTHORIZATION :

COST LIMIT

Patricia 000 Project

ORDER DATE : April 16, 1997

ORDER TIME : 2:09 PM

ORDER NO. : 332845-005

CUSTOMER NO: 4301860

CUSTOMER: John Ginley, Esq
PRYOR, CASHMAN, SHERMAN &
FLYNN
410 Park Avenue

200002145472--1

New York, NY 10022

DOMESTIC FILING

NAME: SB REALTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
97 APR 16 AM 8:31
TALLAHASSEE, FLORIDA

DN APR 17 1997

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97 APR 16 AM 8:31

SEC. OF STATE, FLORIDA

ARTICLES OF INCORPORATION

OF

SB REALTY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SB REALTY, INC.

The address of the principal office of this corporation shall be 417 Fifth Avenue, 3rd Floor, New York, New York 10016, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Philip Pilevsky
Dir.

417 Fifth Avenue, 3rd Avenue
New York, New York 10016

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 16, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

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