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ACCOUNT NO. : 072100000032

REFERENCE : 346583 100278A

AUTHORIZATION : Patricia Kyzek

COST LIMIT : \$ 70.00

ORDER DATE : April 28, 1997

ORDER TIME : 10:52 AM

ORDER NO. : 346583-005

CUSTOMER NO: 100278A

CUSTOMER: Mr. William Hildebrandt  
MR. WILLIAM HILDEBRANDT

101 Linden Avenue

Westfield, NJ 07090

100002165601--1

DOMESTIC FILING

NAME: HUDSON BAY3 CORP.

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: Paula K. Kendrick

EXAMINER'S INITIALS:

RECEIVED  
MAY -5 PM 1:19  
TALLAHASSEE, FLORIDA

RECEIVED  
MAY 15 PM 12:18  
DIVISION OF CORPORATION

9N/ MAY -5 1997

ARTICLES OF INCORPORATION  
OF  
HUDSON BAY3 CORP.

FILED  
97 MAY -5 PM 1:19  
TALLAHASSEE  
FLORIDA

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:

HUDSON BAY3 CORP.

The address of the principal office of this corporation shall be 101 Linden Avenue, Westfield, New Jersey 07090, 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 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 101 Capri Isle Boulevard, Venice, Florida 34292, and the name of the initial registered agent of the corporation at that address is William Hildebrandt.

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 three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Kevin Newman	101 Capri Isle Boulevard, Venice, Florida 34292
Ronald Vincent Orrichio	101 Capri Isle Boulevard, Venice, Florida 34292
M. Michael Galesi	101 Capri Isle Boulevard, Venice, Florida 34292

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on May 5, 1997.

Deborah D. Skipper  
It's Agent, Deborah D. Skipper  
Incorporator

JKN/PKK

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

William Hildebrandt, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

HUDSON BAY3 CORP.

William Hildebrandt is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: William Hildebrandt

FILED  
TALLAHASSEE, FLORIDA

5/1/87 - 5 PM 1:19

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