

p 97000064003



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 445124 4731939

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Page*

ORDER DATE : June 27, 1997

ORDER TIME : 10:54 AM

ORDER NO. : 445124-005

CUSTOMER NO: 4731939

100002241391--7

CUSTOMER: Ms. Joyce Green  
EDWARD BERNSTEIN ESQ

1745 Merrick Avenue

Merrick, NY 115660000

DOMESTIC FILING

NAME: ~~WATSON~~ REALTY INC.

ELEPHANT

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: \_\_\_\_\_

*W97-16639*  
MILWAUKEE, FLORIDA  
JUL 18 AM 9:57

*Dmc*  
*7-18-97*

RECEIVED  
97 JUL 18 AM 11:2

*62544*

*CSC called,  
corrected art. 1.  
for Corp. name.*

SN JUL 24 1997

*5*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 18, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: MARION REALTY INC.  
Ref. Number: W97000016639

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for MARION REALTY INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 297A00036727

RECEIVED  
97 JUL 23 PM 12:25  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
ELEPHANT REALTY, INC.

Filed  
97 JUL 18 AM 9:53  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "corporation") is *ELEPHANT REALTY INC.*

**SECOND:** The street address, wherever located, of the principal office of the corporation is 9909 Northwest 6th Court, Plantation, Florida 33324, and the mailing address of the corporation is the same.

**THIRD:** The number of shares that the corporation is authorized to issue is 200, all of which are without par value and are of the same class and are Common shares.

**FOURTH:** The street address of the initial registered office of the corporation in the State of Florida is 9909 Northwest 6th Court, Plantation, Florida 33324.

The name of the initial registered agent of the corporation at the said registered office is Mark Sidoti.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**FIFTH:** The name and the address of the incorporator are:

**NAME**

Stacey A. Gilbert

**ADDRESS**

80 State Street, 6th Floor  
Albany, NY 12207

**SIXTH:** No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

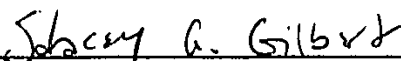
**SEVENTH:** The purposes for which the corporation is formed are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

**EIGHTH:** The duration of the corporation shall be perpetual.

**NINTH:** The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**TENTH:** Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on June 27, 1997

  
Stacey A. Gilbert, Incorporator

445124.005

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

(MA)

MARC  
-Mark Sidoti

By:

(MA)

Mark Sidoti  
Mark Sidoti  
MARC

5711 110  
57 JUL 18 AM 9:58  
TALLAHASSEE, FLORIDA

WRITTEN CONSENT  
OF  
INCORPORATOR TO  
ORGANIZATIONAL ACTION  
OF

ELEPHANT REALTY INC.

Under Section 607.0205 of the Florida Business Corporation Act

Incorporated  
\_\_\_\_\_

The following action is taken this day through this instrument by the incorporator of the above-named corporation.

1. The adoption of the initial Bylaws for the corporation.
2. The election of the following persons to serve as the directors of the corporation until the first shareholders' meeting at which directors are elected:

Edward Weinstein  
Linda Weinstein

Stacey A. Gilbert  
Stacey A. Gilbert, Incorporator

FILED  
97 JUL 18 AM 9:58  
TALLAHASSEE, FLORIDA