



THE UNITED STATES
CORPORATION
COMPANY

P97000069916

ACCOUNT NO. : 072100000032

REFERENCE : 494162 4381472

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : August 12, 1997

ORDER TIME : 12:54 PM

ORDER NO. : 494162-005

CUSTOMER NO: 4381472

900002265059--3

CUSTOMER: Janice Myers, Legal Assistant
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: CORDOBA PROPERTIES, INC.

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: Unassigned

EXAMINER'S INITIALS:

FILED
97 AUG 12 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 12 PM 1:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SN AUG 13 1997

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ARTICLES OF INCORPORATION
OF
CORDOBA PROPERTIES, INC.

FILED

97 AUG 12 AM 9:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CORDOBA PROPERTIES, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 2100 Middle Country Road, Suite 214-B, Centereach, New York 11720.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

B&C Corporate Services
Central Florida, Inc.

390 North Orange Avenue
Suite 1100
Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the initial member of this corporation's initial Board of Directors is as follows:

Richard Nieto

Suite 214-B
2100 Middle Country Road
Centereach, New York 11720

Glen Nelson

Suite 214-B
2100 Middle Country Road
Centereach, New York 11720

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 11th day of August, 1997.

B&C Corporate Services of Central
Florida, Inc.

By: 

Randal M. Alligood, Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 agent, in the State of Florida.

1. The name of the corporation is CORDOBA PROPERTIES, INC.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801

CORDOBA PROPERTIES, INC.

By: B&C Corporate Services of
Central Florida, Inc.

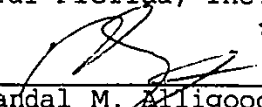
By: 
Randal M. Alligood, Vice
President

Title: Incorporator

Dated this 11th day of August, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of
Central Florida, Inc.

By: 
Randal M. Alligood, Vice
President

Dated this 11th day of August, 1997.

FILED
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STATE
TALLAHASSEE, FLORIDA