

P970000 88074



ACCOUNT NO. : 072100000032

REFERENCE : 562399 4320060

AUTHORIZATION :

Patricia Pajaro

COST LIMIT : \$ 122.50

ORDER DATE : October 13, 1997

ORDER TIME : 9:31 AM

ORDER NO. : 562399-005

400002318254--2

CUSTOMER NO: 4320060

CUSTOMER: Felicia Dell'olio, Legal Asst
GRAHAM & JAMES

24th Floor
885 Third Avenue
New York, NY 10022-4834

DOMESTIC FILING

NAME: DMB L3, G.P., 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: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
97 OCT 13 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 13 AM 10:23
DIVISION OF CORPORATION
OCT 13 1997

EFFECTIVE DATE

10/14/97

ARTICLES OF INCORPORATION

FILED

OF

97 OCT 13 AM 11:13

DMB L3, G.P., Inc.

SECRETARY OF STATE
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

DMB L3, G.P., Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 11 East 44th Street, 14th Floor, New York, New York 10017.

The mailing address, wherever located, of the corporation is 11 East 44th Street, 14th Floor, New York, New York 10017.

THIRD: The number of shares that the corporation is authorized to issue is 100 Common shares all of which are of a par value of 0.01 dollars each and are of the same class and Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

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

ADDRESS

Felicia Dell'Olio

c/o Graham & James
885 Third Avenue - 24th Floor
New York, New York 10022

SIXTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting 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 the same class of the corporation or of equity and/or voting 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 unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter

authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purposes for which the corporation is organized is 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: The corporate existence of the corporation shall begin on October 14, 1997.

Signed on October 9, 1997.

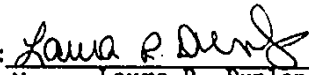


Name: Felicia Dell'Olio
Incorporator

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.

CORPORATION SERVICE COMPANY

By:


Name: Laura R. Dunlap
Title: It's agent, Corporation Service Company
Date: 10-13-97

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97 OCT 13 AM 11:13
STATE OF FLORIDA
TALLAHASSEE