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10/21/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F BRYAN  
PHONE: (954)763-1200

ACCT#: 076247002423  
FAX #: (954)766-7800

NAME: OFFICE CENTRE FLORIDA, INC.

AUDIT NUMBER.....H97000017427

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 5

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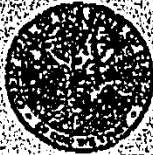
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W97-23939

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 21, 1997

ATLAS, PEARLMAN, TROP, ET AL.

SUBJECT: OFFICE CENTRE FLORIDA, INC.  
REF: W97000023939

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6931.

Bocky McKnight  
Document Specialist

FAX Aud. #: E97000017427  
Letter Number: 797A00051295

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

OFFICE CENTRE FLORIDA, INC.

**FILED**

97 OCT 21 PM 3:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be: OFFICE CENTRE FLORIDA, INC.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 38 East 32nd Street, New York, New York, 10015.

ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

Joel D. Mayersohn, Esq., FL Bar #0093492  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, FL 33301  
(954) 763-1200

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**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, with no par value per share.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.  
200 East Las Olas Blvd., Suite 1900  
Fort Lauderdale, Florida 33301

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have Two (2) Directors initially.

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OCT-21-87 13:38 FROM:ATLAS PEARLMAN PA

**ARTICLE VIII  
INITIAL DIRECTORS**

The name and address of the initial Directors of this Corporation are:

Robert J. Gillon, Jr.  
38 East 32nd Street  
New York, NY 10066

Richard T. Case  
38 East 32nd Street  
New York, NY 10066

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Joel D. Mayersohn, Esq., 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, Florida, 33301.


**ARTICLE X  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI**  
**AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 and Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 20th day of October 1997.

  
\_\_\_\_\_  
Josef D. Mayersohn, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

OFFICE CENTRE FLORIDA, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 38 East 32nd Street, New York, New York, 10015, has named South Florida Registered Agents, Inc. whose address is c/o Atlas, Pearlman, Trop & Borison, 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

**SOUTH FLORIDA REGISTERED AGENTS, INC.**  
a Florida corporation

By: Beverly F. Bryan  
Beverly F. Bryan, President

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TALLAHASSEE, FLORIDA

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