

PA71000091937

LAW OFFICES  
GARY P. COHEN, P.A.

BANK ATLANTIC BUILDING  
FOURTH FLOOR  
48 SOUTHWEST FIRST STREET  
MIAMI, FLORIDA 33100-1607  
TELEPHONE (305) 372-8844  
FAX (305) 358-8202

October 21, 1997

500002328845--4  
-10/24/97-01041-003  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

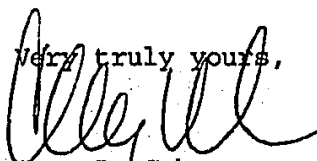
RE: Waldorf Holding Corp.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of the above referenced corporation, along with check in the amount of \$122.50 to cover filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Gary P. Cohen

GPC/jdr  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 24 AM 11:42

10/27/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 24 AM 11:42

ARTICLES OF INCORPORATION  
OF  
WALDORF HOLDING CORP.

ARTICLE I.

The name of this corporation is WALDORF HOLDING CORP.

ARTICLE II.

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III.

This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.

ARTICLE IV.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.

The street address of the initial registered office of this corporation and the principal address is 46 S. W. First Street, Suite 400, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is GARY P. COHEN.

ARTICLE VI.

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation and of the corporation is:

ISADORE COHEN  
4801 South University Drive  
Suite 2500  
Fort Lauderdale, FL 33328

CATHERINE GRODY  
500 N. E. 14th Street  
Boca Raton, FL 33432

ARTICLE VII.

The name and address of the person signing these articles is GARY P. COHEN, 46 S. W. First Street, Suite 400, Miami, Florida 33130.

ARTICLE VIII.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX.

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X.

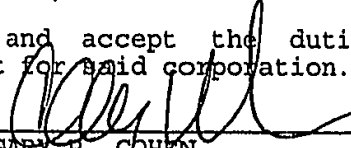
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of October, 1997.

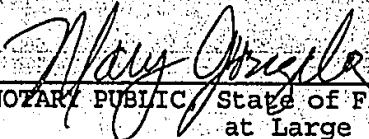
I AM HEREBY familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
GARY P. COHEN  
Subscriber and Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 24 AM 11:42

STATE OF FLORIDA )  
SS.  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 21st day of October, 1997, by GARY P. COHEN, who is personally known to me or who has produced PERSONALLY KNOWN as identification.

  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:

Print Name: MARY GONZALEZ



MARY GONZALEZ  
My Commission CC440217  
Expires Mar. 28, 1999  
Bonded by HAI  
600-422-1855

This instrument prepared by:

GARY P. COHEN, P.A.  
BankAtlantic Building, Fourth Floor  
46 S. W. First Street  
Miami, Florida 33130  
(305) 372-8844