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11/19/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: GREENBERG TRAUIG (WEST PALM BEACH)  
CONTACT: JUDITH EQUELS OR JAN CRANK  
PHONE: (561) 650-7900

ACCT#: 075201001473

FAX #: (561) 655-6222

NAME: CEEBRAID-SIGNAL NHLPGP, INC.

AUDIT NUMBER.....H97000019253

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

CERT. OF STATUS...1

PAGES..... 3

CERT. COPIES.....1

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ARTICLES OF INCORPORATION  
OF  
CEEBRAID-SIGNAL NHLPGP, INC.

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is CEEBRAID-SIGNAL NHLPGP, INC. (the "Corporation").

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

STREET AND MAILING ADDRESS

The street and mailing address of the Corporation shall be:

250 Australian Avenue South, Suite 1003  
West Palm Beach, FL 33401

ARTICLE IV

PURPOSE

The Corporation is organized for the specific purpose of serving as the sole General Partner of Ceebraid-Signal Nob Hill Limited Partner, Ltd., a Florida Limited Partnership whose sole purpose shall be to serve as the Limited Partner of CSC-Nob Hill, Ltd., a Florida Limited

David M. Layman, Esq.  
777 S. Flagler Dr., #310E  
West Palm Beach, FL 33401  
(561) 650-7900  
FL Bar # 0294470  
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TALLAHASSEE, FLORIDA

Partnership. The Corporation shall have the power to transact any and all lawful business related to the foregoing purpose consistent with the laws of the State of Florida.

#### ARTICLE V

##### CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock with \$.001 par value per share.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 777 South Flagler Drive, Suite 310E, West Palm Beach, FL 33401. The name of the initial registered agent of the Corporation at that address is David M. Layman.

#### ARTICLE VII

##### BYLAWS

The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

#### ARTICLE VIII

##### INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
David M. Layman	777 S. Flagler Drive, Suite 310E West Palm Beach, FL 33401

ARTICLE IX

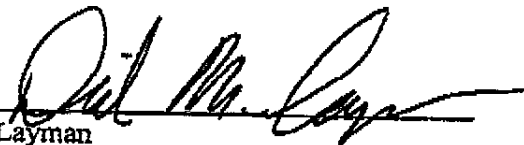
INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1).

The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jason Schlesinger	83 Morgan Street Stamford, CT 06905
Bernard Green	250 Australian Avenue South, Suite 1003 West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of November, 1997.

  
David M. Layman

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, David M. Layman, am familiar with and accept the obligations of the appointment as the initial registered agent of CEEBRAID-SIGNAL NHLPGP, INC., as made in the foregoing Articles of Incorporation.

DATED: November 18, 1997.

By:   
David M. Layman

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