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LAW OFFICES OF
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April 28, 1998

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Twin Lakes Realty, Inc.

Dear Sirs/Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation for Twin Lakes Realty, Inc., together with a check made payable to the "Florida Department of State" in the amount of \$122.50.

Please file the enclosed Articles of Incorporation and return your filing receipt and a certified copy of the Articles to the undersigned.

Thank you very much.

Very truly yours,



Michael A. Zimmerman

MAZ/ebr
Enclosure

cc: Mr. George Tibol
Mr. Mark Gelley

FILED
98 MAY -4 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 5/4/98

ARTICLES OF INCORPORATION

OF

TWIN LAKES REALTY, INC.

FILED

98 MAY -4 AM 10: 25

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 Twin Lakes Realty, Inc.

SECOND: The address of the principal office of the corporation is c/o George Tibol, 12251 Towne Lake Drive, Fort Myers, Florida 33913.

THIRD: The mailing address of the corporation is c/o George Tibol, 12251 Towne Lake Drive, Fort Myers, Florida 33913.

FOURTH: The number of shares that the corporation is authorized to issue is sixty (60), all of which are without par value and are of the same class and are to be common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o George Tibol, 12251 Towne Lake Drive, Fort Myers, Florida 33913.

The name of the initial registered agent of the corporation at the said registered office is George Tibol.

The written acceptance of the said initial registered agent, as required in 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.

SIXTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Michael A. Zimmerman	1350 Avenue of the Americas 26th Floor New York, New York 10019

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any 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 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 shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as

follows:

To manufacture, make, buy, sell, exchange, install, repair, service, supply, exploit, develop, protect and generally trade and deal in (as principal or agent) products, processes and techniques of all kinds pertaining or related to or connected with electronics and related industries, including, without limitation, equipment, parts and components for radio, television and phonograph, products for military electronics and industrial electronics, transistors, rectifiers, diodes and other semiconductors of every kind and description, aircraft, missile and other airborne apparatus surveillance systems, beaconry, radio transmitting, receiving and relay equipment, microwave equipment, air traffic, control devices, communications equipment, telephone and telegraph terminal equipment, meteorological devices, transducers and other acoustical devices, electronic cleaning equipment, fixed and variable capacitors, delay lines and pulse forming networks, television tuners, deflection components, transformers, power generators and other power supply devices, refrigeration devices, magnetic heads, intercouplers, germanium and silicon crystals, cast germanium, resistors, computer components, thin films, intermetallics and other advanced solid state techniques, and electrophotographic processes.

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee,

lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands,

multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership

granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants, and concessions.

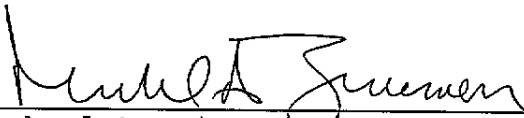
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

NINTH: The duration of the corporation shall be perpetual.

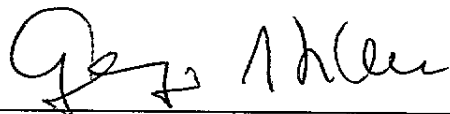
TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, 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 By-law, 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.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on: April 21, 1998


Michael A. Zimmerman, 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.


George Tibol

Dated: April , 1998

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98 MAY -4 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA