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TO: DIVISION OF CORPORATIONS

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FROM: COBB & EBIN P.A.

ACCT#: 110670000060

CONTACT: DIANE JACOBS

PHONE: (305)377-0223

FAX #: (305)377-0224

NAME: CONSTELLATION CAPITAL, INC.

AUDIT NUMBER.....H98000009462

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

CERT. OF STATUS..1 PAGES..... 6

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ARTICLES OF INCORPORATION  
OF  
CONSTELLATION CAPITAL, INC.

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of this corporation shall be CONSTELLATION CAPITAL, INC..

ARTICLE II

GENERAL NATURE OF BUSINESS AND POWERS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Twenty Thousand (20,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

Preparer:

Thomas C. Cobb, Esquire  
1399 SW First Avenue, Suite 301  
Miami, Florida 33130  
(305) 377-0223  
FL Bar No.: 113517

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ARTICLE IV

TERM OF EXISTENCE

This corporation shall commence its existence on the date of filing of these articles with the Secretary of State of Florida, and shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

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

THOMAS C. COBB  
1399 S.W. First Avenue  
Suite 301  
Miami, Florida 33130

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are:

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Terry Temescu  
1640 Hunterbrook Road  
Yorktown Heights, NY 10598

Mark Kottler  
c/o Kottler Capital Group LLC  
6001 Broken Sound Parkway  
Suite 600  
Boca Raton, FL 33487

The persons named as the 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 VIII

PRINCIPAL OFFICE

The principal office of the corporation is as follows:

c/o Kottler Capital Group LLC  
6001 Broken Sound Parkway  
Suite 600  
Boca Raton, FL 33487

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

THOMAS C. COBB  
1399 SW First Avenue  
Suite 301  
Miami, Florida 33130

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the

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officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

**ARTICLE XI**

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XII**

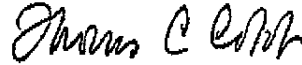
SPECIAL COVENANT

At all times while the Corporation has any outstanding indebtedness or other obligation to Kottler Capital Group LLC, a Delaware limited liability company ("Lender"), the Corporation shall not issue any capital stock, or incur any liability (for indebtedness or otherwise) in excess of \$5,000.00 for any individual obligation or in excess of \$25,000.00 in the aggregate, without the prior written consent of the Lender, and the Lender shall at its option have the right to name a majority of the members of the board of directors of the Corporation. This Article XII may not be amended or deleted without prior written consent of the Lender.

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IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 20<sup>th</sup> day of May, 1998.



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Thomas C. Cobb

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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Statutes:

That CONSTELLATION CAPITAL, INC., desiring to organize under the laws of the State of Florida, with its principal office at: c/o Kottler Capital Group LLC, 6001 Broken Sound Parkway, Suite 600, Boca Raton, FL 33431, has named THOMAS C. COBB, located at 1399 SW First Avenue, Suite 301, Miami, Florida 33130, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, 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.

*Thomas Cobb*

THOMAS C. COBB

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