City/State/Zip	SOOL Sor's Name Downing Elle address 681-0619 Phone #	98 JUN 16 PM 3: 30 SECRETARY OF STATE TALLAHASSEE, FLORIDA Office Use Only
COPPORATION NAM	Æ(S) & DOCUMENT NUMB	ER(\$), (if known):
1. BZZ (Corporation)	of Wenter 1	and lu Q
2(Corporation	on Name) (Doct	iment #)
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3. Corporation	on Name) (Doc	ument#)
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	AMENDMENTS	
NEW FILINGS	State Control 12 State 2 State	
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/ Direct	tor
Limited Liability	Change of Registered Agent	
Domestication	Dissolution/Withdrawal	tor Tor Tor Tor Tor Tor Tor Tor
Other	Merger	
OTHER FILINGS	REGISTRATION	
	QUALIFICATION	1000025619817
Annual Report	Foreign	-06/17/9801002001
Fictitious Name	Limited Partnership	***1960.00 ****122.50
Name Reservation	Reinstatement	
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ARTICLES OF INCORPORATION

FILED

OF

98 JUN 16 PM 3:30

SBZZ OF WINTER PARK, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the Corporation shall be SBZZ OF WINTER PARK, INC.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 770 Lexington Avenue, 4th Floor, New York, New York 10021.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 222 West Comstock Avenue, Suite 101, Winter Park, Florida 32789. The name of the initial registered agent of the Corporation at the registered office shall be Peter E. Reinert.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) person. The name and address of the person who shall serve as Director of the Corporation until the first meeting of shareholders is:

Name

Address

Arthur Zeckendorf

770 Lexington Avenue, 4th Floor, New York, New York 10021

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

Peter E. Reinert 222 West Comstock Avenue, Suite 101 Winter Park, Florida 32789

ARTICLE IX

Preemptive Rights

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation as provided in <u>Florida Statutes</u> §607.0630.

Executed this $\frac{10}{100}$ day of June, 1998.

Peter E. Reinert, Incorporator

. STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this day of () 1998, by PETER E. REINERT [] who is personally known to me or [] has produced as identification.

Kristy Falkner
MY COMMISSION # CC568189 EXPIRES
July 4, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

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.

PETER E. REINERT

Registered Agent

Date: (June 10, 1998

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