



THE UNITED STATES
CORPORATION
COMPANY

P98000057780

ACCOUNT NO. : 072100000032

REFERENCE : 859087 7157018

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 26 PM 12:34

ORDER DATE : June 17, 1998

ORDER TIME : 11:22 AM

ORDER NO. : 859087-005

CUSTOMER NO: 7157018

CUSTOMER: Mr. Michael Gross-7157016
MR. MICHAEL GROSS

1670 Lasbury

Winter Park, FL 32789

400002573744--2

DOMESTIC FILING

NAME: FORDHAM GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

2555
W98-14770

RECEIVED
98 JUN 26 PM 1:25
DIVISION OF CORPORATION
62-9
507



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

92 JUN 29 AM 8:46

DIVISION OF CORPORATION

June 26, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FORDHAM GROUP, INC.
Ref. Number: W98000014770

We have received your document for FORDHAM GROUP, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 098A00035182

RESUBMIT

Please give original
submission date as file date.

ARTICLES OF INCORPORATION
OF

FORDHAM GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FORDHAM GROUP, INC.

The address of the principal office of this corporation shall be 1670 Lasbury, Winter Park, Florida 32789, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2255 Glades Road, Suite 340W, Boca Raton, Florida 32301, and the name of the initial registered registered agent of the corporation at that address is Albert W. Gortz.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Michael Gross
1670 Lasbury
Winter Park, Florida 32789

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on June 26, 1998.

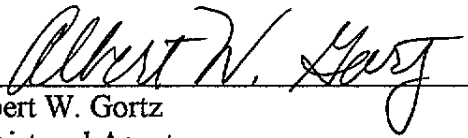


Its Incorporator, Karen B. Rozar

jjw

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR FORDHAM GROUP, INC., C/O PROSKAUER ROSE LLP, 2255 GLADES ROAD, SUITE 340W, BOCA RATON, FLORIDA 33431, 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.


Albert W. Gortz
Registered Agent
Dated: June 23, 1998

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