

PA 8000090411



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 005232 6099A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 22 AM 10:25

ORDER DATE : October 22, 1998

ORDER TIME : 1:50 PM

ORDER NO. : 005232-005

CUSTOMER NO: 6099A

200002670622--4

CUSTOMER: Ms. Laraine C. Charbonneau
MOYLE FLANIGAN KATZ FITZGERALD
MOYLE FLANIGAN KATZ FITZGERALD
P. O. Box 3888

West Palm Beach, FL 33402

DOMESTIC FILING

NAME: 2000 GENERAL, 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION

OF

2000 GENERAL, INC.

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The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I
Name of Corporation

The name of this Corporation shall be 2000 General, Inc. (the "Corporation").

ARTICLE II
Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 2000 Palm Beach Lakes Boulevard, Suite 301, West Palm Beach, Florida 33409.

ARTICLE III
Purpose

This Corporation is organized for solely the following limited purposes:

(a) To own and hold the general partner interest in and act as the general partner of 2000 PBL VENTURE, LTD., a Florida limited partnership.

(b) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto that is incident and necessary and appropriate to the purpose set forth in subparagraph (a) immediately above.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Wilton L. White, Esquire.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than three (3). The names and addresses of the initial directors of this Corporation are as follows:

Michael P. McCloskey

2000 Palm Beach Lakes Blvd., Suite 301
West Palm Beach, Florida 33409

Jonathan Cameron-Hayes

2000 Palm Beach Lakes Blvd., Suite 301
West Palm Beach, Florida 33409

Richard Perry

179 East 71st Street, Apt. 3
New York, NY 10021

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles are as follows: Wilton L. White, 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of October, 1998.

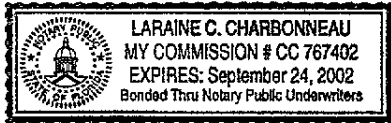


Wilton L. White

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21st day of October, 1998, by Wilton L. White, as Incorporator of 2000 GENERAL, INC., on behalf of the Corporation, and

he is personally known to me. or has produced N/A as
identification and did take an oath.



(NOTARY STAMP)

Laraine C. Charbonneau
Notary Name: LARAIN C. CHARBONNEAU
Notary Public
Serial (Commission) Number
(if any) CC 767402

I hereby accept appointment as Registered Agent of 2000 GENERAL, INC. as provide in Article VII, hereof.

W L White
Wilton L. White
Registered Agent

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