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ACCOUNT NO. : 072100000032

REFERENCE : 026400 7156460

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pizant*

ORDER DATE : November 9, 1998

ORDER TIME : 2:47 PM

ORDER NO. : 026400-005

CUSTOMER NO: 7156460

CUSTOMER: David J. Berger, Esq  
DAVID J. BERGER, ESQ  
DAVID J. BERGER, ESQ  
1221 Brickell Avenue

Miami, FL 33131

200002687102--8

DOMESTIC FILING

NAME: SB POLISH INVESTMENT &  
ADVISORY COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 13 PM 1:16

DIVISION OF CORPORATION  
*g* 11/13/98

EFFECTIVE DATE

11/9/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 NOV 13 PM 1:16

ARTICLES OF INCORPORATION

OF

SB POLISH INVESTMENT & ADVISORY COMPANY

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:

SB POLISH INVESTMENT & ADVISORY COMPANY

The address of the principal office of this corporation shall be 1221 Brickell Avenue, Suite 2600, Miami, Florida 33131 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 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of the corporation is November 9, 1998.

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 three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Jack Burnstein Dir.	1221 Brickell Avenue, Suite 2600, Miami, Florida 33131
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John Kahrs Dir.	150 Captains Drive, West Babylon, New York 11704
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David J. Berger Dir.	1221 Brickell Avenue, Suite 2600, Miami, Florida 33131
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98 NOV 13 PM 1:16

ARTICLE VII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on November 13, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

AKC/jkg