

State of New York }
Department of State } ^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

MAR 11 1998

Witness my hand and seal of the Department of State on



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

CERTIFICATE OF INCORPORATION

GW

4764534

BERKOWNERS INC.

Under Section 402 of the Business Corporation Law,

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify and set forth:

FIRST: The name of the corporation is BERKOWNERS' INC.

SECOND: The purposes for which the corporation is formed are:

The purpose for which the corporation is formed is to acquire the land and building at 35-25 77th Street, 35-24 78th Street, 77-12 35th Avenue, Jackson Heights, New York (hereinafter referred to as the "building") and to own and operate the same primarily for the purpose of providing dwellings for shareholders of the corporation by leasing to them, pursuant to leases now commonly known as "proprietary leases", apartments in the building. The corporation, in furtherance of its corporate purposes, shall have all of the powers enumerated in Section 202 of the Business Corporation Law or any other statute of the State of New York.

THIRD: The office of the corporation is to be located in the City of New York, County of Queens, State of New York.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is One Hundred, Thirty Thousand (130,000), all of which shall have a par value of Fifteen (\$0.15) Cents.

FIFTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

Goldstick, Weinberger, Feldman, Alperstein
& Taishoff, P.C.
261 Madison Avenue
New York, New York 10016

SIXTH: Shareholder Proprietary Leases

Each of the shareholders shall be entitled solely by reason of his ownership of shares in the corporation to a proprietary lease entitling him to occupy an apartment in the building for dwelling purposes pursuant to such proprietary lease. Shares shall be issued only in connection with the execution of the proprietary leases for apartments in the building.

Distributions

No shareholder shall be entitled (either conditionally or unconditionally) to receive any distribution not out of earnings and profits of the corporation, except on a complete or partial liquidation of the corporation.

No Preemptive Right

Ownership of shares of the corporation shall not entitle the holders thereof to any preemptive rights under Section 622 of the Business Corporation Law, or otherwise, it being the purpose and intent hereof that the board of directors, as in its discretion it may deem advisable, shall have the full right, power and authority to offer for subscription or sale, or to make any other disposition of, any or all unissued shares of the corporation, or of any or all shares issued and thereafter acquired by the corporation.

Amendment of ByLaws

The bylaw of the corporation may be amended, repealed or added to at any shareholders meeting by vote of shareholders owning at least two thirds of the amount of the outstanding shares represented in person or by proxy, provided that the proposed amendment or the substance thereof shall have been contained in the notice of such meeting or all of the shareholders are present in person or by proxy.

The board of directors may, by a two thirds vote of the whole board amend, repeal or add to the bylaws of the corporation (except those provisions relating to compensation of directors and officers of the corporation) at any regular or special meeting, provided that the proposed amendment or the substance thereof shall have been contained in the notice of the meeting or that all directors are present in person. Any bylaws of the directors are subject to amendment or repeal by the shareholders.

IN WITNESS WHEREOF, this certificate has been subscribed to this 6th day of May, 1981 by the undersigned, who affirms that the statements made herein are true under the penalties of perjury.

Gerald Weinberg
GERALD WEINBERG
90 State Street
Albany, New York

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4764584

CERTIFICATE OF INCORPORATION
OF
BERKOWNERS INC.

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 11 1981

AMT OF CHECK \$ 60
FILING FEE \$ 30
TAX \$ 70
COPY \$ _____
CERT \$ _____
REFUND \$ _____

BY: mt
P. Queens

Filed by:

Goldstick, Weinberger, Feldman, Alperstein
& Taishoff, P.C.
261 Madison Avenue
New York, New York 10016

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