

EXHIBIT "B"

**CERTIFICATE OF INCORPORATION OF
OLDE VINE GOLF CLUB, INC.**

Under Section 402 of the Not-for-Profit Corporation Law

ARTICLE I

The name of the Corporation shall be "Olde Vine Golf Club, Inc." (hereinafter referred to as the "Club").

ARTICLE II

The principal office of the Club shall be located in the State of New York, County of Suffolk at 695 Reeves Avenue, Riverhead, New York 11901.

ARTICLE III

The Club is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation law.

ARTICLE IV

The period of duration of the Club is perpetual.

ARTICLE V

The specific purpose and the character of business of the Club is to own and operate a private golf, tennis, fitness and social club exclusively for the pleasure and recreation of its members, their families and their guests. The Club is organized exclusively for pleasure, recreation and other non-profitable purposes. The Club shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of New York with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide.

ARTICLE VI

The Club shall be a Type A corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

ARTICLE VII

The Club shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VIII

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Bylaws of the Club and related membership plan documents referred to therein.

ARTICLE IX

Members of the Club will have such voting rights as are provided in the Bylaws of the Club.

ARTICLE X

Neither the members nor the officers or directors of the Club shall be liable for the debts of the Club.

ARTICLE XI

The Club shall have three initial members of the Board of Directors. The names and addresses of the initial directors of this Club are:

<u>Name</u>	<u>Address</u>
John Blaney	188 Veterans Memorial Hwy Bldg. 1, Suite 430 Hauppauge, NY 11788
Bruce Barnet	188 Veterans Memorial Hwy Bldg. 1, Suite 430 Hauppauge, NY 11788
George Heinlein	188 Veterans Memorial Hwy Bldg. 1, Suite 430 Hauppauge, NY 11788

ARTICLE XII

No director of the Club shall be personally liable to the Club or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the Club or its members; (b) acts or omissions which are not in good faith or which involve intentioned misconduct or a knowing violation of law; or (c) any transaction from which the director derives an improper personal benefit. For purposes of this Article, the term "director" includes a trustee and a person who serves on the board or council of the Club in an advisory capacity.

ARTICLE XIII

The Secretary of State is designated as agent of the Club upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process accepted on behalf of the Club is 695 Reeves Avenue, Riverhead, New York 11901.

ARTICLE XIV

To the fullest extent authorized under the applicable New York laws, the Club shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or an officer of the Club from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being a member of the Board of Directors or an officer of the Club, or by reason of any action alleged to have been taken or omitted by him or her as such a member of the Board of Directors or an officer of the Club, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; and, if allowed by applicable statute, the Club may advance to any such person funds to pay

expenses for all legal and other expenses reasonably incurred by him or her in defending any such claim upon receipt of an undertaking to repay such amount unless it is determined that such person was entitled to indemnification hereunder; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct or otherwise prohibited by applicable New York law.

IN WITNESS WHEREOF, I have subscribed this Certificate of Incorporation this 23rd day of February, 2004, affirming that the statements made herein are true under the penalties of perjury.

/s/ George Heinlein