

ALBERT N. PROUJANSKY  
ATTORNEY AT LAW

INDIAN SPRING EXECUTIVE OFFICE BUILDING  
5160 WEST WOOLBRIGHT ROAD  
BOYNTON BEACH, FLORIDA 33437-1602

(407) 737-5805  
FAX (407) 736-6342

December 3, 1994

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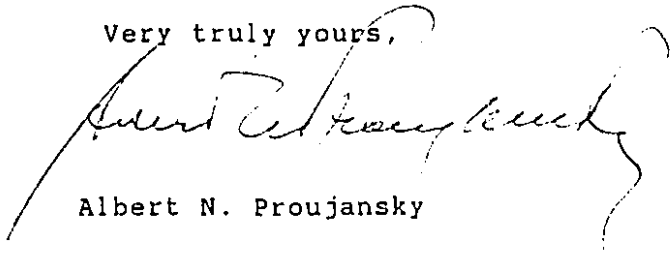
Department of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir:

We enclose herewith for filing, Certificate of Incorporation of  
PBC Holdings, Inc., together with check for \$122.50 for filing  
fees and for certification of the enclosed copy.

Thank you for your attention to the foregoing.

Very truly yours,

  
Albert N. Proujansky

ANP/svm  
Enclosures

FILED  
95 JAN -3 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN - 4 1995

**ARTICLES OF INCORPORATION  
OF  
PBC HOLDINGS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1 - NAME**

The name of this corporation is PBC Holdings, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated a "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5160 West Woolbright Road, Florida 33437, and the name of the initial registered agent of this corporation at that address is Albert N. Proujansky.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Ivan Echelson  
5160 West Woolbright Road  
Boynton Beach, FL 33437

Leonard E. Greenberg  
5160 West Woolbright Road  
Boynton Beach, FL 33437

Albert N. Proujansky  
5160 West Woolbright Road  
Boynton Beach, FL 33437

### ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is: Albert N. Proujansky, 5160 West Woolbright Road, Florida, 33437.

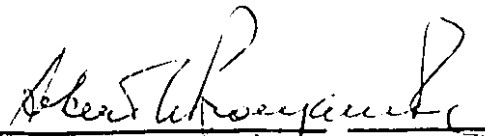
### ARTICLE IX - INDEMNIFICATION

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

### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 30th day of December, 1994.

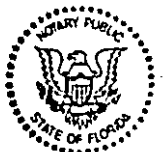
  
Albert N. Proujansky  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Albert N. Proujansky, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 30th day of December 1994.

  
Notary Public



OFFICIAL SEAL  
MARJORIE M. PETERMAN  
MY COMMISSION EXPIRES  
SEPTEMBER 12, 1995

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA. AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

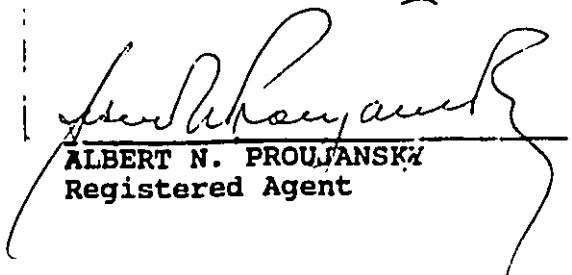
In compliance with Sections 48.091 and 607.034, Florida  
Statutes, the following is submitted:

That PBC Holdings, Inc. desiring to organize or qualify  
under the laws of the State of Florida, with its principal  
place of business at 5160 West Woolbright Road, Boynton Beach,  
Florida, has named Albert N. Proujansky as its agent to accept  
service of process within Florida.

Dated: December 30, 1994 c

  
ALBERT N. PROUJANSKY, DIRECTOR

Having been named to accept service of process for the above  
named corporation, at the place designated in this certificate, I  
hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper  
performance of my duties.

  
ALBERT N. PROUJANSKY  
Registered Agent

95 JAN -3 AM 10:31  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE