

Law Offices of
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January 30, 1998

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Dear Sir/Madam:

I have enclosed the Articles of Incorporation for Peter Halmos & Sons, Inc. I have also enclosed my firm's check for \$122.50 to cover the costs of the filing and certification fees. If you should have any questions regarding this matter, please feel free to contact me.

Yours truly,


Robert J. Arnold

RJA/mas

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RJA 2-4-98

**ARTICLES OF INCORPORATION
OF
PETER HALMOS & SONS, INC**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I. Name

The name of the corporation is *Peter Halmos & Sons, Inc.*

II. Term

The Corporation shall have perpetual existence.

III. Purpose

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporations Act as presently in effect and as it may be amended from time to time in the future.

IV. Shares

The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares of Voting Common Stock having a par value of \$.001 per share.

V. Principal Office/Mailing Address

The street address of the initial principal office is *621 NW 53rd Street, Suite 300, Boca Raton, Florida 33487*. The mailing address of the corporation is *C/O McGrath & Meyers, 5725 Corporate Way, Suite 101, West Palm Beach, Florida 33407*.

VI. Board of directors

The initial board of directors of this Corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws of the Corporation, but shall never be fewer than one. The name and address of the initial director of this Corporation is: *Peter Halmos, 621 NW 53rd Street, Suite 300, Boca Raton, Florida 33487*.

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VII. Agreements

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors or officers are shareholders, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the board of directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding their participation in such action, if the fact of such interest shall be disclosed or known in writing to the board of directors and the board of directors shall, nevertheless, authorize approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or directors, officer or officers to be counted in determining whether a quorum is present but not counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contact or other transaction which would otherwise be valid under the common and statutory law applicable thereto. The liability of the directors and officers of the corporation for monetary damages shall be eliminated to the fullest extent possible under the laws of the State of Florida.

VIII. By-Laws

The board of directors of this Corporation shall make and adopt By-Laws for the Corporation, and said board and its successors in office shall have power to alter, amend, and rescind such By-Laws or to adopt new By-Laws.

XI. Indemnification

Every director and every officer of the Corporation shall be indemnified by the Corporation to the maximum extent permitted by law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such director or officer in connection with any action or proceeding or any settlement of any action or proceeding to which such director or officer may be a party or in which such director or officer may become involved by reason of such director or officer being or having been a director or officer of the Corporation, whether or not such director or officer is a director or officer at the time such expenses are incurred, except when the director or officer has been adjudged guilty of willful malfeasance in the performance of the director's or officer's

duties. The Corporation shall promptly advance every director (or former director) and every officer (or former officer) his or her fees and costs during the pendency of any action or proceeding in which the director or officer may be entitled to indemnification. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Appropriate liability insurance, if available, may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

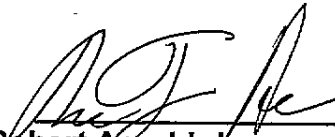
X. Initial Registered Office and Agent

The name and street address of the initial registered agent and office of this corporation is: *Robert J. Arnold, 621 NW 53rd Street, Suite 300, Boca Raton, Florida 33487.*

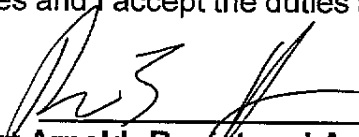
XI. Incorporators

The name and address of each Incorporator is: *Robert Arnold 621 NW 53rd Street, Suite 300, Boca Raton, Florida 33487.*

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of January, 1998.


Robert Arnold--Incorporator

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Robert Arnold--Registered Agent

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