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Admitted in NY, NJ and Florida

PD1000118517

November 23, 2001

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

2255 Glades Road
Suite 422-A
Boca Raton, FL 33431
Tel (561) 998-2362
Fax (561) 998-2358

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-12/03/01--01063--002
*****70.00 *****70.00

RE: T-RACY, CORP.

Ladies and Gentlemen:

Enclosed is an original and one (1) copy of the articles of incorporation and a check payable to
"Florida Department of State" for \$70.00 which includes:

1. \$35.00 Filing Fee
2. 35.00 Designation of Registered Agent

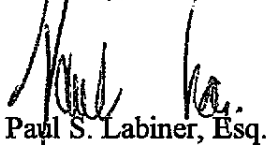
FOR:

Peter & Jane Tracy
4201 North Ocean Blvd., Unit C-901
Boca Raton, FL 33431

FILED
01 DEC 14 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All documents and correspondence are to be directed to my office in the envelope provided for your convenience. Your time and consideration in this matter are greatly appreciated.

Sincerely,


Paul S. Labiner, Esq.

dcg
Enclosures

5/1
1001-2778
SMITH DEC 14 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 6, 2001

PAUL S. LABINER, ESQ
2255 GLADES RD, STE 422A
BOCA RATON, FL 33431

SUBJECT: T-RACY, CORP.
Ref. Number: W01000027785

We have received your document for T-RACY, CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 301A00064443

**ARTICLES OF INCORPORATION
OF
PJT, CORP.**

FILED
01 DEC 14 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be: PJT, CORP.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of TWO directors whose names and addresses are as follows:

PETER H. TRACY and JANE A. TRACY
4201 North Ocean Blvd., Unit C-901
Boca Raton, FL 33431

ARTICLE X

The initial registered agent of the corporation is PETER H. TRACY. The street address of the corporation's initial registered office is:

4201 North Ocean Blvd., Unit C-901
Boca Raton, FL 33431

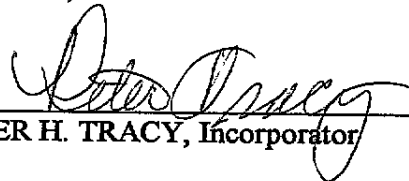
ARTICLE XI

The principal place of business and mailing address of this corporation shall be:
4201 North Ocean Blvd., Unit C-901
Boca Raton, FL 33431

ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is:
PETER H. TRACY
4201 North Ocean Blvd., Unit C-901
Boca Raton, FL 33431

The undersigned incorporator has executed these Articles of Incorporation this 29 day of November, 2001.


PETER H. TRACY, Incorporator

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29 DEC 14 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO SERVE AS REGISTERED AGENT FOR PJT, CORP.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: November 29, 2001


Signature of Registered Agent
PETER H. TRACY