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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

800005816968--3
-06/18/02--01064--003
*****78.75 *****78.75

SUBJECT: THE PROCTOR GROUP INTERNATIONAL OF FT.
LAUDERDALE, INC

Enclosed are an original and two (2) copies of the articles of incorporation and a
check for \$78.75 for: Filing fee, Certified copy & Certificate.

FROM:

ALLEN HERSCO
2875 N.E. 191ST STREET
SUITE 601
AVENTURA, FLORIDA 33180

FILED
02 JUN 19 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/19/02
26

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE PROCTOR GROUP INTERNATIONAL OF FT. LAUDERDALE,
INC.

Article 1

Corporate Name

The Name of this corporation is: THE PROCTOR GROUP
INTERNATIONAL OF FT. LAUDERDALE, INC.

Article II

Purpose

This corporation is organized for the following purposes:

1. To buy, sell, exchange, rent, lease, improve, and maintain real or personal property and to otherwise deal in and with real property and personal property of whatever nature or kind; to deal in and with investments of whatever kind and to provide investment opportunities and services.
2. To act to such extent as a corporation organized under the Business Corporation Laws of this state may now or hereafter lawfully do, either as principal or agent either alone or in connection with other corporations,

firms or individuals, all and everything necessary, suitable, convenient or proper for or in connection with or incident thereto. To accomplish any of the purposes of or the statement of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do which exist under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

Article III

Capital Stock

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$.10 per share.

Article IV

Initial Principal and Registered Office

The street address of the initial principal and registered office of this corporation is: 2875 N.E. 191st Street, Suite 601, Aventura, Florida 33180.

Article V

Registered Agent

The initial registered agent of this corporation is: Allen Hersco located at: 2875 N.E. 191st Street, Suite 601, Aventura, Florida 33180.

Article VI

Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than nine. The name and address of the initial director of this corporation is, to wit:


Allen Hersco	2875 N.E. 191 st Street
	Suite 601
	Aventura, Florida 33180

Article VII

Incorporator

The name and address of the person signing these Articles is: Allen Hersco,
2875 N.E. 191st Street, Suite 601, Aventura, Florida 33180

IN WITNESS WHEREOF, the undersigned subscriber has executed
the Articles of Incorporation of THE PROCTOR GROUP
INTERNATIONAL OF FT. LAUDERDALE, Inc. this 14th day of
June, 2002.



Subscriber

STATE OF FLORIDA)) ss.
COUNTY OF DADE)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the state and county aforesaid, this 14th day of
June, 2002.

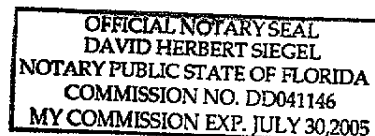
David Herbert Siegel
NOTARY PUBLIC, State of Florida

DAVID HERBERT SIEGEL

Print Name of Notary

Commission No.:

My Commission Expires:



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02 JUN 19 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS IN THIS STATE
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said act:

First: That THE PROCTOR GROUP INTERNATIONAL OF
FT. LAUDERDALE, Inc. desiring to organize under the laws of the state of
Florida with its principal office as indicated in the Articles of Incorporation
has named Allen Hersco, whose address is: 2875 N.E. 191st Street, Suite 601,
Aventura, Florida 33180 as its agent to accept service of process
within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
named corporation at the place designated in this Certificate, I hereby accept
to act in this capacity and agree to comply with the provisions of said act
relative to keeping open said office.



Allen Hersco