Division of Corporations

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To:

Division of Corporations

Fax Number

: (050)205-0381

From:

: EMPIRE CORPORATE KIT COMPANY Account Name

Account Number : 072450003255 Phone : (305)634-3694 : (305)633-9696 Fax Number

FLORIDA PROFIT CORPORATION OR P.A.

p.b.g. worldwide, inc.

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ARTICLES OF INCORPORATION SECRETARY 8: 21

OF

P.B.G. WORLDWIDE, INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: P.B.G. WORLDWIDE, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 2301 N.W. 33rd Court, Bay 115, Pompano Beach, FL 33069.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 200 shares common stock having no individual par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Dennis Kuznetz, 6142 Oak Bluff Way, Lake Worth, FL 33467.

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

PRESIDENT

Lester Kuznetz

VICE PRES Dennis Kuznetz

SECRETARY Brian Dratt 2301 N.W. 33rd Court, Bay 115 Pompano Beach, FL 33069

6142 Oak Bluff Way Lake Worth, FL 33467

1700 N. Bay Road, Unit 509 Sunny Isles, FL 33160

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Empire Corporate Kit of America, Inc. 2444 N.W. 7TH PLACE MIAMI, FL 33127

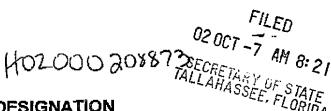
The undersigned has executed these Articles of Incorporation this 7th day of

OCTOBER, 2002.

NCORPORATOR

Ray Stormont Signing for

Empire Corporate Kit of America, Inc.



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

P.B.G. WORLDWIDE, INC. (Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

REGISTERED AGENT

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