

WATTERSON, HYLAND, BAIRD & KLETT

PROFESSIONAL ASSOCIATION

PROSPERITY GARDENS, SUITE 112
11380 PROSPERITY FARMS ROAD
PALM BEACH GARDENS, FLORIDA 33410

DAVID A. ACTON
THOMAS J. BAIRD
PAUL R. GOLIS
JOSEPH D. GROSSO, JR.
WILLIAM J. HYLAND, JR.
STANLEY DALE KLETT
JOHN W. MADDEN
TERENCE J. WATTERSON

P95000006721

TELEPHONE
(407) 627-6202
FACSIMILE
(407) 627-2960

LYNNAL FOCHT,
Administrator

January 17, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

800001387258
-01/23/95--01094--014
****122.50 ****122.50

Re: P B Horizons, Inc.
Our File Number: 281.007

Dear Sir or Madam:

Enclosed herein you will find proposed Articles of Incorporation for P B Horizons, Inc., together with an extra copy for certification and return. Please file these Articles and return the certified copy to the undersigned by regular mail.

I am including a check in the amount of \$122.50 to cover the following expenses:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00
TOTAL:	\$122.50

If you should have any questions, please feel free to contact me. Your cooperation in this matter is appreciated.

Very truly yours,


Stanley Dale Klett

F. CHESSEY JAN 26 1995

SDK:lp
Enclosures
SDK\281 007\LETTER SEC

ARTICLES OF INCORPORATION
OF
P B HORIZONS, INC.

The undersigned hereby forms a Corporation under the following
Charter of Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be P B HORIZONS, INC.

ARTICLE II

The principal office and mailing address of the Corporation is
11380 Prosperity Farms Road, Suite 112, Palm Beach Gardens, FL
33410.

ARTICLE III

The purpose of the Corporation is to engage in any activity or
business permitted under the laws of the United States of America
or the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue Five Hundred
(500) shares of common stock with a par value of One Dollar (\$1.00)
per share.

ARTICLE V

The period of this Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered Office of this
Corporation is 11380 Prosperity Farms Road, Suite 112, Palm Beach
Gardens, FL 33410; and the initial Registered Agent of this
Corporation at that address is Stanley Dale Klett, Esquire.

ARTICLE VII

The number of Directors constituting this Corporation's
initial Board of Directors is two, whose name and address is as
follows:

Steven Garshell
21 Huntley Drive
Palm Beach Gardens, FL 33418

Jon Klasfeld
701 N.W. 13th Street
Apartment B-1
Boca Raton, FL 33432

ARTICLE VIII

The name and address of the Incorporator is as follows:

Steven Garshell
21 Huntley Drive
Palm Beach Gardens, FL 33418

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

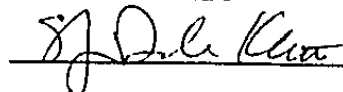
IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of P B Horizons, Inc. for the uses and purposes aforesaid this 17 day of January, 1995.


STEVEN GARSELL

STATE OF FLORIDA
COUNTY OF PALM BEACH

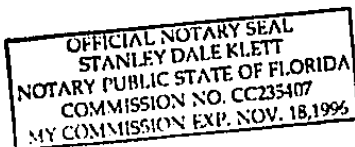
The foregoing instrument was acknowledged before me this 17th day of January, 1995, by Steven Garshell, who is personally known to me ~~or who has produced~~ _____ as ~~identification~~ and who did take an oath.

NOTARY PUBLIC



STANLEY DALE KLETT
(Print Name)
My Commission Expires: _____

(SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

* * * * *


Purpauant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that P B Horizons, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 11380 Prosperity Farms Road, Suite 112, Palm Beach Gardens, County of Palm Beach, State of Florida, has named Stanley Dale Klett, Esquire located at 11380 Prosperity Farms Road, Suite 112, Palm Beach Gardens, County of Palm Beach, State of Florida, as its Agent to accept Service of Process within this state.

A C K N O W L E D G M E N T

Having been named to accept Service of Process for the above stated Corporation, at 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.

DATED this 17th day of January, 1995.


Stanley Dale Klett,
Registered Agent