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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 24, 1995

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600001388566
-01/26/95--01004--012
***122.50 ***122.50

Re: Promotional Display Services, Inc.

Gentlemen:

Enclosed herewith are the Articles of Incorporation of Promotional Display Services, Inc. ("Articles"). Also enclosed is a check in the amount of \$122.50 to cover the filing fees, designation of Registered Agent and certified copy. At your earliest convenience, please file the Articles and return the certified copy to the undersigned in the stamped, pre-addressed envelope provided.

Thank you for your cooperation in this matter. Should you have any questions, please call the undersigned directly at (305) 590-2439.

Very truly yours,



Carole Amster

/ca
Enclosures

letters\l&m

MA
1-31-95

**ARTICLES OF INCORPORATION
OF
PROMOTIONAL DISPLAY SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE I - NAME

The name of the corporation is Promotional Display Services, Inc. (hereinafter called the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation and the mailing address of the Corporation are 1200 N.E. Miami Gardens Drive, North Miami Beach, Florida 33179.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue 1,000 shares of Common Stock, all of which are to have a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2801 N.E. 183rd Street, North Miami Beach, Florida 33160, ; and the name of the initial registered agent of the Corporation at that address is Carole I. Amster.

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TALLAHASSEE, FL

ARTICLE V - INCORPORATOR

The name and address of the person filing these Articles of Incorporation is Carole I. Amster, 2801 N.E. 183rd Street, North Miami Beach, Florida 33160.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of this Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of this Corporation is Carole I. Amster, 2801 N.E. 183rd Street, North Miami Beach, Florida 33160.

ARTICLE VII - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director of this Corporation, to the fullest extent permitted by law.

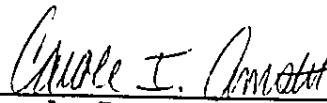
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on January 24, 1995.

Carole I. Amster
Carole I. Amster
Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

The undersigned, having been appointed as the registered agent of Promotional Display Services, Inc.. in the foregoing Articles of Incorporation, accepts such appointment and acknowledges that she is familiar with, and accepts, the obligations of such position, including those set forth in Section 607.0501 of the Florida Statutes.



Carole I. Amster
Registered Agent

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February 6, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

mpl
2-10-95

Re: Promotional Display Services, Inc.

Gentlemen:

The Articles of Incorporation for Promotional Display Services, Inc. were filed with the State on January 25, 1995. Please be advised that your records should reflect the following correction/addition to the address indicated for the corporation. It should read as follows:

c/o Bernard Morrison
Suite 913
1200 N.E. Miami Gardens Drive
North Miami Beach, FL 33179

Thank you for your assistance. Should you have any questions regarding this matter, please call the undersigned directly at (305) 590-2439.

Very truly yours,



Carole Amster

/ca

cc: Bernard Morrison

2-10-95
mpl

P95000007812

June 15, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Promotional Display Services, Inc.

Gentlemen:

Enclosed herewith are the Articles of Dissolution of the above-referenced corporation. Also enclosed is a check in the amount of \$35.00 to cover the filing fees. Please file the Articles of Dissolution at your earliest convenience.

Thank you for your attention to this matter. Should you have any questions with respect to this filing, please contact me directly at (305) 931-3428.

Very truly yours,

Larry Morrison
Larry Morrison

/ca
Enclosures

L. Morrison *Court*
20450 N.E. 34th Street
North Miami Beach, FL 33180

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*****35.00 *****35.00

Miss
LFJ
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to Section 607.1403 of the Florida Statutes, the undersigned Corporation submits the following articles of dissolution.

FIRST: The name of the corporation is PROMOTIONAL DISPLAY SERVICES, INC.

SECOND: The date dissolution was authorized is June 14, 1995.

THIRD: Dissolution was approved by vote of the shareholders. The number of votes cast for dissolution was sufficient for approval.

DATED: June 14, 1995

PROMOTIONAL DISPLAY SERVICES, INC.

Larry Morrison

Larry Morrison, President

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TALLAHASSEE, FLORIDA