

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

CSC networks

800-342-8086

P950000/18158

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 553776 10463A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : March 6, 1995

ORDER TIME : 11:31 AM

ORDER NO. : 553776

CUSTOMER NO: 10463A

200001421942

CUSTOMER: Mr. Beth J. Harris
COHEN CHERNAY NORRIS MORICI
WEINBERGER & HARRIS
4th Floor
712 U.S. Highway 1
North Palm Bch, FL 33408-7146

EFFECTIVE DATE

3-2-95

DOMESTIC FILING

NAME: BIG BIRD USA, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

Dmc 3/6/95

FILED
95 MAR -6 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BIG BIRD USA, INC.

Article I - Name

The name of this corporation is Big Bird USA, Inc.

Article II - Principal Address

2000 PGA Boulevard, Suite 3210
North Palm Beach, Florida 33408

Article III - Commencement

This corporation shall commence on the date of execution
and acknowledgement of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of
transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 400,000 shares of
\$.01, par value, common stock.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of
this corporation is 712 U.S Highway One, Suite 400, North Palm
Beach, Florida 33408 and the name and address of the initial
registered agent is Beth J. Harris, 712 U.S Highway One, Suite 400,
North Palm Beach, Florida 33408.

FILED

95 MAR -6 PM 3:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-2-95

Article VII - Initial Board of Directors

This corporation shall have two directors initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

The name and address of the person signing these articles is:

Both J. Harris
712 U.S Highway 1, Suite 400
North Palm Beach, Florida 33408.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the board of directors and the shareholders.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

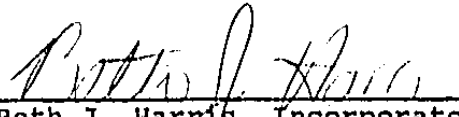
Article XII - Affiliated Transactions

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

Article XIII - Control-Share Acquisitions

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

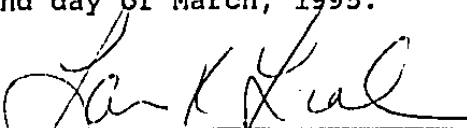
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 2nd day of March, 1995.


Beth J. Harris, Incorporator

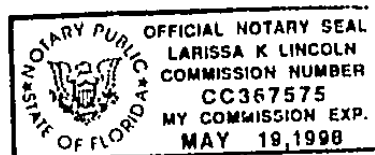
STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Beth J. Harris, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 2nd day of March, 1995.


Notary Public
My commission expires:

D:\MAIN\BIGBIRD\CORP\ARTICLES.INC



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

FILED
MAR-6 PM 3:28
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES
FOLLOWING IS SUBMITTED:

FIRST--THAT BIG BIRD USA, INC.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
NORTH PALM BEACH, STATE OF FLORIDA, HAS NAMED BETH J. HARRIS
(CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 712 U.S. HIGHWAY ONE,
CITY OF NORTH PALM BEACH,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE:

Beth J. Harris
Beth J. Harris

TITLE: Incorporator

DATE: March 2, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

Beth J. Harris
Registered Agent

DATE:

3/2/95

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9071
904-222-0900 FAX

800-342-8086



P95000018158

ACCOUNT NO. : 07210000000037

REFERENCE : 564123 10463A

AUTHORIZATION :

Patricia Pygal

COST LIMIT : \$ 87.50

ORDER DATE : March 22, 1995

ORDER TIME : 9:53 AM

ORDER NO. : 564123

CUSTOMER NO: 10463A

CUSTOMER: Ms. Beth J. Harris
Cohen Chernay Norris Morici
4th Floor
712 U.S. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC AMENDMENT FILING

NAME: BIG BIRD USA, INC.

FILED
55 MAR 22 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

3/22
J. Amend.
C.C.

FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
BIG BIRD USA, INC.

FILED
95 MAR 22 PM 1:43
TALLAHASSEE FLORIDA

The undersigned, being the incorporator of Big Bird USA, INC. (the "Company") which shares have not yet been issued, pursuant to Sections 607.1005 and 607.1006 of the Florida Business Corporation Act, does hereby certify that the following First Amendment to the Articles of Incorporation was adopted on the 20th day of March, 1995, by the Incorporator without the necessity for shareholder action since it was prior to the issuance of any shares of common stock:

Article V - Capital Stock

This corporation is authorized to issue 440,000 shares of common stock \$.01, par value.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation this 20th day of March, 1995.

(CORPORATE SEAL)

Beth J. Harris
Beth J. Harris Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Beth J. Harris, and she acknowledged before me, under oath, that she executed the foregoing Amendment to the Articles of Incorporation and that the statement contained therein is true and correct.

WITNESS my hand and official seal this 20th day of March, 1995.

Linda M. Beissert
Notary Public
My commission expires:



LINDA M. BEISSERT
MY COMMISSION # CC271295 EXPIRES
April 22, 1997
ECHOED THROUGH TROY FARM INSURANCE, INC