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BOARD CERTIFIED IN REAL PROPERTY LAW
ADMITTED TO PRACTICE IN FLORIDA, NEW YORK
AND THE DISTRICT OF COLUMBIA
WRITER'S DIRECT DIAL NO.
(407) 478-4733

STAMPED
MAY 18 AM 9:34
H. IRWIN LEVY
OF COUNSEL

May 17, 1995

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, FL 32301

000001493580
-05/18/95--01004--010
****122.50 ****122.50

RE: philip'sHead, Inc. - Incorporation
Our File: 4853.001

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for philip'sHead, Inc. Also enclosed herewith is this law firm's check in the amount of \$122.50 which represents your filing fees for the above corporation.

Please file the enclosed documents and return one copy to us containing the filing information in the self-addressed, stamped envelope enclosed for your convenience.

Thank you in advance for your time and cooperation.

Very truly yours,

LEVY, KNEEN, MARIANI, CURTIN
WIENER, KORNFELD & del RUSSO, P.A.

BY:

TRACY LEE LONGO, Secretary to
GARY L. KORNFELD, ESQ.

/tll
enc.

JAB
5/22/95

Articles of Incorporation

of

philip'sHead, Inc.

FILED

95 MAY 18 AM 9:34

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be philip'sHead, Inc. The principal office and mailing address of the corporation is 1900 Okeechobee Boulevard, West Palm Beach, FL 33409.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 1400 Centrepark Boulevard, Ste. 1400, West Palm Beach, Florida 33401, and the name of the initial registered agent at such address is Gary L. Kornfeld.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

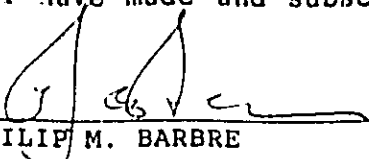
The initial Board of Directors shall consist of One (1) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director is:

Philip M. Barbre
1793 Abbey Road
West Palm Beach, FL 33415

ARTICLE VII -- INCORPORATORS

The name and address of the person signing these Articles is: Philip M. Barbre, 1793 Abbey Road, West Palm Beach, FL 33415.

IN WITNESS WHEREOF, I have made and subscribed these Articles
this 15th day of May, 1995.

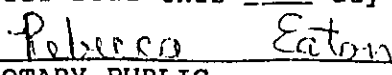


PHILIP M. BARBRE

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

Before me personally appeared Philip M. Barbre, to me well
known and known to me to be the person described in and who executed
the foregoing instrument, and acknowledged to and before me that he
executed said instrument for the purposes therein expressed.

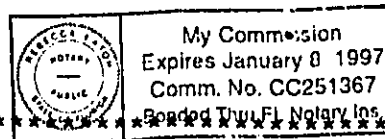
WITNESS my hand and official seal this 15th day of May, 1995.



NOTARY PUBLIC

My Commission Expires:

(NOTARIAL IMPRESSION SEAL)



I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET
FORTH IN THESE ARTICLES OF INCORPORATION.



GARY B. KORNFELD