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TALLAHASSEE, FLORIDA

Dec. 11, 1995

Secretary of State
Division of Corporations
P. O. Box 327
Tallahassee, FL 32314

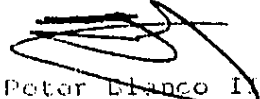
Re: P B & Associates, Inc.

Gentlemen:

Enclosed, please find the original and one copy of articles of incorporation, together with my check in the amount of \$122.50.

This represents the cost of the filing fees, certified copy of articles of incorporation, and fee for registered agent designation for the above named corporation.

Sincerely:



Peter Bianco
P B & Associates, Inc.
1160 S. Ocean Blvd
Suite 1
Del Ray Beach, FL 33483

P BX 1146 - 33447-7146

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ARTICLES OF INCORPORATION

of

P. B. J. ASSOCIATES, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

P. B. J. ASSOCIATES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares of 500 of ONE Dollar(s) (\$1.00) par value Common Stock, which shall be designated 'Common Shares.'

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>P. B. J. ASSOCIATES, INC.</u>		
ADDRESS	<u>1160 S. OCEAN BLVD Suite 1</u>		
CITY	<u>Del RAY BEACH</u>	FLORIDA	ZIP <u>33487</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>Peter BIANCO II</u>		
ADDRESS	<u>1160 S. OCEAN BLVD Suite 1</u>		
CITY	<u>Del RAY BEACH, FL</u>	FLORIDA	ZIP <u>33483</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Peter BIANCO II</u>		
ADDRESS	<u>1160 S. OCEAN BLVD Suite 1</u>		
CITY	<u>Del RAY BEACH</u>	STATE	ZIP <u>33483</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

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95 JAN -3 PM 1:36
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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Peter Bianco II		
ADDRESS	1160 S. Ocean Blvd Suite 1		
CITY	Deer Bay Beach	STATE	FL ZIP 33483
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

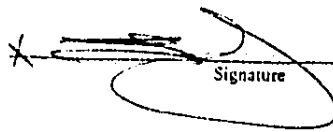
IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of _____, 19____.

X _____ Seal)
 JEFFREY D. HILWIG
 NOTARY PUBLIC STATE OF MARYLAND
 My Commission Expires August 18, 1999 Seal)
 _____ Seal)

Jeffrey D. Hilwig

STATE OF FLORIDA)
 COUNTY OF _____) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

X  Signature	Form of Identification
_____ Signature	Form of Identification
_____ Signature	Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form _____ of identification of the above named person _____ as indicated opposite each name, and that an oath (was)(was not) taken.

NOTARY RUBBER STAMP SEAL

Witness my hand and official seal in the County and State last aforesaid this _____ day of _____, 19____.

Notary Signature

Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

P B J ASSOCIATES, INC
(name of corporation)

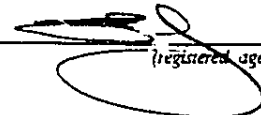
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1160 S. OCEAN BLVD Suite 1
DEL RAY BEACH, FL 33482

has named Peter Bianco II.
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

X 
(registered agent)

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