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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Palm Beach Technologies Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
95 JAN 12 AM 11:23  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*JK 96*  
*1-12-96*

ARTICLES OF INCORPORATION  
OF  
PALM BEACH TECHNOLOGIES, INC.

ARTICLE I

The name of this corporation shall be PALM BEACH TECHNOLOGIES, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including specifically that permitted by Chapter 607, Florida Statutes.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred (100) Shares of Common Stock having a normal or par value of One Dollar and No/100 (\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

ARTICLE IV

The initial Registered Office of this corporation shall be 4701 N. Federal Highway Suite 316, Lighthouse Point, FL 33064. The initial registered agent of this corporation shall be Dolores K. Sanchez, Esquire.

ARTICLE IV

The number of directors constituting the initial Board of Directors shall be two (2). The name and address of the persons serving on the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
BARRIE SIMON	4701 N. Federal Highway Suite 305 Lighthouse Point, FL 33064
DIANA S. SIMON	4701 N. Federal Highway Suite 305 Lighthouse Point, FL 33064

The number of Directors may be increased or decreased from time to time by a unanimous resolution of the Stockholders but shall never be less than one (1).

ARTICLE VI

The name and address of the Incorporator of these Articles of Incorporation is:

BARRIE SIMON

4701 N. Federal Highway  
Suite 305  
Lighthouse Point, FL 33064

ARTICLE VII

The principle office and mailing address of the corporation is 4701 N. Federal Highway, Suite 305, Lighthouse Point, FL 33064.

ARTICLE VIII

The corporation shall have perpetual existence.

ARTICLE IX

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE X

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

The power to adopt, amend, alter, or repeal the by-laws of this corporation shall be vested in the Directors and Shareholders provided that such amendment is in compliance with the Laws of Florida.

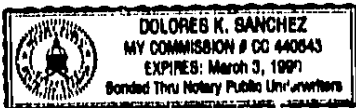
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this  
11 day of January, 1996.

  
Barrie Simon

STATE OF FLORIDA       )  
COUNTY OF BROWARD    ) SS:

I HEREBY CERTIFY that on this day, in the State and County named above, before me, an officer duly authorized and acting, personally appeared Barrio Simon who is known to me personally or who has produced a Florida Driver's License as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed said Articles of Incorporation for the purposes and reasons set out therein.

WITNESS my hand and official seal this 11th day of January, 1996.



Dolores K. Sanchez  
Notary Public, State of Florida  
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

I, Dolores K. Sanchez, Esquire, designated as Registered Agent of PALM BEACH TECHNOLOGIES, INC. in the Articles of Incorporation of said corporation, do hereby accept appointment as such at the registered office designated in Article IV, to-wit: 4701 N. Federal Highway, Suite 316, Lighthouse Point, FL 33064.

Dolores K. Sanchez  
Dolores K. Sanchez

FILED  
96 JAN 12 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA