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1201 HAYD STREET

MIAMI, FL 33131

95 322-0000

704 322-0000

800 441 0086

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96 JAN 25 AM 11:22

DIVISION OF CORPORATION

CSC networks

PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. # 072100000032

REFERENCE # 019067 80010

AUTHORIZATION # *Patricia Pyatt*

COST LIMIT # \$ 122.50

ORDER DATE # January 25, 1996

ORDER TIME # 9:25 AM

ORDER NO. # 019067

CUSTOMER NO: 80010

200001687942

CUSTOMER: Larry D. Marsh, Esq
COBB COLE & BELL

P. O. Box 2491

Daytona Beach, FL 32115-2491

DOMESTIC FILING

NAME: PFI HOLDING COMPANY, 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: ~~Unassigned~~

Janifer Moran
EXAMINER'S INITIALS: *SAB*

STATE
OFFICE OF REVENUE
TALLAHASSEE, FLORIDA

56 JAN 25 AM 8 33

FILED

1/26/96

ARTICLES OF INCORPORATION
OF
PPI HOLDING COMPANY, INC.
A Florida Corporation

FILED
96 JAN 25 AM 8 33
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this corporation is: PPI Holding Company, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common voting stock having a par value of \$1.00 per share.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 15151 N.W. 99th Street, Alachua, Florida 32615. The name and address of the initial registered agent of the corporation is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is one and the name and address of the person who is to serve as a member thereof is as follows:

Michael A. Singer
15151 N.W. 99th Street
Alachua, Florida 32615

The number of directors may be changed from time to time by the bylaws.

ARTICLE 7

INCORPORATOR

The name and address of the incorporator and subscriber to 1,000 shares of the common voting stock of this corporation is as follows:

Michael A. Singer
15151 N.W. 99th Street
Alachua, Florida 32615

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 23rd day of January, 1996.

Michael A. Singer
Michael A. Singer

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 23rd day of January, 1996, by Michael Singer, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

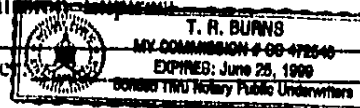
Sign: T. R. Burns
Print: T. R. Burns

State of Florida At Large
(Seal)

My Commission Expires _____

Title/Rank: _____

Commission Number: _____



CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, PPI Holding Company, Inc. hereby designates Michael A. Singer and 15151 N.W. 99th Street, Alachua, Florida 32615, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

PPI HOLDING COMPANY, INC.

By: Michael A. Singer
Michael A. Singer, Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of PPI Holding Company, Inc. for service of process within the State of Florida.

Michael A. Singer
Michael A. Singer

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96 JAN 25 AM 8:33
TALLAHASSEE, FLORIDA

CONTACT:

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

626 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-8528

(Phone #)

OFFICE USE ONLY

RUSH

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

1

Personalized Programming Inc. changing to
MAS Holding company Inc.

(Corporation Name)

(Document #)

2

(Corporation Name)

(Document #)

3

(Corporation Name)

(Document #)

4

(Corporation Name)

(Document #)



Walk In



Pick Up Time



Mail Out



Will Wait



Photocopy



Certified Copy



Certificate of Status



Certificate of Good Standing



ARTICLES ONLY



ALL CHARTER DOCS



Certificate of FICTITIOUS NAME



FICTITIOUS NAME SEARCH



CORP SEARCH

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

AMENDMENTS	
<input checked="" 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

NAME
change

3/5/97

Dr

HOLD FOR

PICKUP BY

UCC SERVICES

Examiner's Initials

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR - 4 PM 4:16

FILED

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*****07.50 *****07.50

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PPI HOLDING COMPANY, INC.

FILED
97 MAR -4 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is PPI HOLDING COMPANY, INC. (the "Corporation").

2. Article 1 of the Articles of Incorporation of the Corporation is amended to read as follows:

"Article 1. Name.

The name of this Corporation is: MAS HOLDING COMPANY, INC."

3. This Amendment was approved by the sole director and sole shareholder by written action by unanimous consent on February 20, 1997.

IN WITNESS WHEREOF, PPI HOLDING COMPANY, INC. has caused these Articles of Amendment to be executed on this 20th day of February, 1997.

PPI HOLDING COMPANY, INC.

By: Michael A. Singer
Michael A. Singer, President