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THE PBH GROUP, INC.
8395 EXCALIBUR CIRCLE - #E-9
NAPLES, FLORIDA 33963

FILED

96 FEB -9 PM 1:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 2, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The PBH Group, Inc.

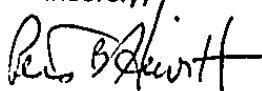
Dear Sir or Madam:

900001711889
-02/09/96--01098--010
****122.50 ****122.50

Enclosed please find the original and one copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50 for the filing fee, designation of registered agent, and a certified copy of the articles.

Kindly process this document and return the certified copy to me at the address indicated above.

Sincerely,



PETER B. HEWITT

2-13-96
JH

**ARTICLES OF INCORPORATION
OF
THE PBH GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is The PBH Group, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows:

Peter B. Hewitt
8395 Excalibur Circle, #E-9
Naples, Florida 33963

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

Peter B. Hewitt
8395 Excalibur Circle, #E-9
Naples, Florida 33963

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and such other officers as the Board of Directors may from time to time determine are appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - PRINCIPAL OFFICE

AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of this corporation and name of the initial registered agent of this corporation is:

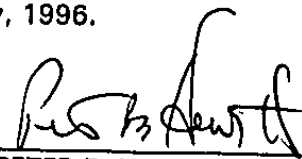
Peter B. Hewitt
8395 Excalibur Circle, #E-9
Naples, Florida 33963

ARTICLE IX - OFFICERS

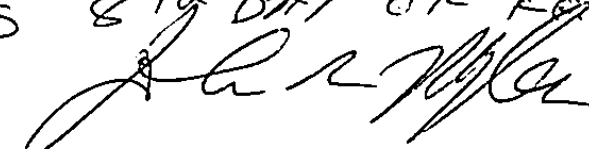
The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Peter B. Hewitt - President

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of February, 1996.


PETER B. HEWITT, SUBSCRIBER

STATE OF FLORIDA
COUNTY OF COLLIER

PETER B. HEWITT SIGNATURE
NOTARIZED THIS 6TH DAY OF FEB - 96


STATE OF FLORIDA

COUNTY OF ~~DADE~~ ^{COLLIER}

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Peter B. Hewitt 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 hereto set my hand and affixed my official seal, in the State and County aforesaid, this 8 day of February, 1996.


NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:



JOHN R. MYLES
My Commission CC351484
Expires Mar. 01, 1998
Bonded by AHB
800-832-8878

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUS, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The PBH Group, Inc.
2. The name of the registered agent and office is:

Peter B. Hewitt
8395 Excalibur Circle, #E-9
Naples, Florida 33963

HAVING BEEN NAMED AS THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITIONS AS REGISTERED AGENT.


Peter B. Hewitt, REGISTERED AGENT

DATED: 2/8/96

STATE OF FLORIDA
COUNTY OF COLLIER

PETER B. HEWITT SIGNATURE
NOTARIZED THIS 8TH DAY FEB 1996
