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GREGORY B. DICKENSON, P.A.
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March 22, 1996

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Florida Department of State
Corporate Division
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399 or 01

RE: Premier Hanger & Plastic Co., Inc.

Dear Sirs:

Enclosed herein, please find an original executed Articles of Incorporation of Premier Hanger & Plastic Co., Inc. and Original Certification Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May be Served in the above referenced corporation. I have included a check for \$122.50 to cover the cost of the filing. Please file these documents and return a stamped copy, copy of which I have enclosed, in the postage paid envelope attached. If you have any questions, please do not hesitate to contact me.

Sincerely,

for Gregory B. Dickenson

Gregory B. Dickenson

GBD/ SIGNED FOR MR. DICKENSON IN HIS
ABSENCE TO EXPEDITE DELIVERY.

encl.

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ARTICLES OF INCORPORATION
of
PREMIER HANGER & PLASTIC CO., INC.

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STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is PREMIER HANGER & PLASTIC CO.,
INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on
the date of the filing of these Articles with the Department of
State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00
par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
this corporation shall have the right to purchase his prorata share
thereof (as nearly as may be done without issuance of fractional
shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 604 Lighthouse Drive, North Palm Beach, FL 33408
and the name of the initial registered agent of this corporation at
this address is THEODORE HAWKINS. The corporation's principal

office address and registered office address are the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws, but shall never be less than one (1) Director. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|----------------------------------------------------|
| Theodore Hawkins | 604 Lighthouse Drive North Palm Beach, FL 33408 |

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|----------------------------------------------------|
| Theodore Hawkins | 604 Lighthouse Drive North Palm Beach, FL 33408 |

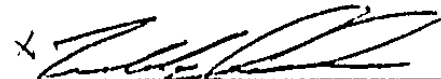
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to the reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of MARCH, 1996.


X 

Theodore Hawkins

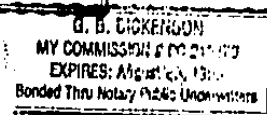
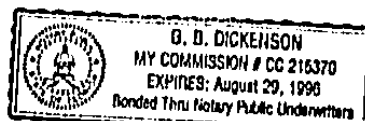
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **THEODORE HAWKINS** known to be and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and that he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21 day of March, 1996.


Notary Public, State of Florida
at Large

My Commission Expires:



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT PREMIER HANGER & PLASTIC CO., INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF NORTH PALM BEACH, STATE OF FLORIDA, HAS NAMED THEODORE HAWKINS, LOCATED AT 604 LIGHTHOUSE DRIVE, CITY OF NORTH PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 

TITLE President

DATE 3-21-76

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE 

(Registered Agent)

Date 3-21-76

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