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ACCOUNT NO. : 072100000032

REFERENCE: 959680 7110057

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: May 20, 1996

ORDER TIME : 12:42 PM

ORDER NO. : 959680

CUSTOMER NO: 7110057

CUSTOMER: Mr. Jorge L. Perez

JORGE LŪIS PEREZ

8975 S.w. 25 Street

Miami, FL 33165

DOMESTIC FILING

NAME: PZ WORLDWIDE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

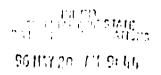
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: 0/3/21/9U

13 11 0 14 11 1 (210) 25 6 4 (05/421/26) - 411 (014 - 014) (4444 172,50) - 4444 172,501

ARTICLES OF INCORPORATION OF PZ WORLDWIDE, INC.



The undersigned incorporator, for the purpose of forming a corporation under the laws of Florida, adopt the following Articles of Incorporation:

ARTICLE !

NAME

The name of the corporation is: PZ Worldwide, Inc. The purpose of the corporation is to undertake any business lawfully permitted to it, including, but not limited to, retail sales.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation is: 8975 S.W. 25 Street, Miami, FL 33165.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 8975 S.W. 25 Street, Miami, FL 33165. The initial registered agent is Jorge Luis Perez.

ARTICLE V

INCORPORATORS

The name and street address of the incorporator is Jorge Luis Perez, 8975 S.W. 25 Street, Miami, FL 33165.

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ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify any present or former officer, director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned have executed thes. Articles of Incorporation this sixteenth day of May, 1996.

Jorge Luis Perez

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607,0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of PZ Workiwide, Inc., a Florida corporation, in the Corporation's Articles of Incorporation:

Having been named as the registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this sixteenth day of May, 1996.

Jorge Luis Perez