

HAROLD B. HAIMOWITZ
Attorney at Law

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Hialeah, Florida 33432

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June 6, 1996

BY ~~REGISTERED~~ EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attn: Dana Calloway

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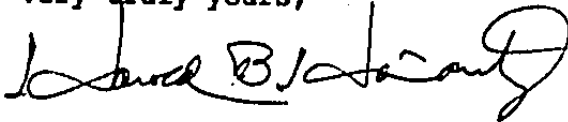
Re: P.D.M. Development, Inc.

Dear Ms. Calloway:

Enclosed please find an original and one copy of Articles of Incorporation for P.D.M. Development, Inc. along with my Trust Account check No. 1199 in the sum of \$122.50 payable to the Florida Department of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience. I would also appreciate your faxing me a filed copy and your cover letter to 561-394-4382. Thanking you for your many courtesies.

Very truly yours,



Harold B. Haimowitz

FILED
96 JUN 11 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96-01023
PCH

ARTICLES OF INCORPORATION

OF

P.B.M. DEVELOPMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: P.B.M. DEVELOPMENT, INC., and its principal office shall be located at 555 South Federal Highway, Suite 320, Boca Raton, Florida 33432.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$.01 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Harold B. Haimowitz
555 South Federal Highway, Suite 330
Boca Raton, Florida 33432

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one Director initially.

ARTICLE VII

INITIAL DIRECTORS

The name and address of the initial Director of this Corporation is:

Peter B. McAllister
1511 S.W. 1st Avenue
Boca Raton, Florida 33432

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

INCORPORATORS

The name of the person signing these Articles of Incorporation as the Incorporator is Peter B. McAllister, whose address is 1511 S.W. 1st Avenue, Boca Raton, Florida 33432.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS


This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 6th day of June, 1996.



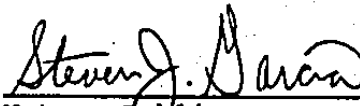
Peter B. McAllister, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on June 6, 1996, by Peter B. McAllister, as Incorporator. Peter B. McAllister is personally known to me or has produced his driver's license as identification and did take an oath.



Steven J. Garcia
MY COMMISSION # CC316318 EXPIRES
December 6, 1999
BONDED THRU TROY FARM INSURANCE, INC.



(SEAL)

Notary Public
My Commission Expires: 12/6/96

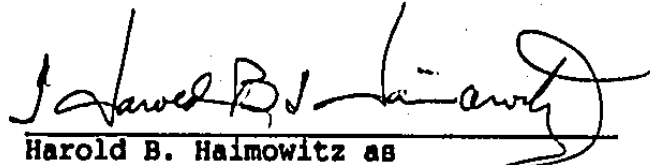
CERTIFICATE DESIGNATING REGISTERED AGENT

AND OFFICE FOR SERVICE OF PROCESS

P.B.M. Development, Inc., a Corporation existing under the laws of the State of Florida with its principal office at 555 South Federal Highway, Suite 320, Boca Raton, Florida 33432, has named Harold B. Haimowitz, whose address is 555 South Federal Highway, Suite 330, Boca Raton, Florida 33433, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


Harold B. Haimowitz as
Registered Agent

FILED
96 JUN 11 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA