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PHILIPPOPOULOS LITE BOOK

WEST PALM BEACH FL 33411-6194

FAX: (904) 922-4000

CONTACT: MARY BLACKFORD CHERRY

PHONE: (407) 650-0720

FAX: (407) 655-5677

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PRODIGIOUS DESIGN INTERNATIONAL, INC.

FAX AUDIT NUMBER: H96000000299

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ARTICLES OF INCORPORATION
OF
PRODIGIOUS DESIGN INTERNATIONAL, INC.

Article I

Name

The name of the corporation is PRODIGIOUS DESIGN INTERNATIONAL, INC.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

The principal place of business of this corporation shall be:

4425 Beacon Circle, Suite 100
West Palm Beach, Florida 33407

The mailing address of this corporation shall be:

4425 Beacon Circle, Suite 100
West Palm Beach, Florida 33407

Michael V. Mitrione, Esq. (FL Bar No. 0294551)
Gunstar, Yoakley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401
(561) 655-1980

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Article V**Capital Stock**

The corporation is authorized to issue ten thousand (10,000) shares of (\$.01) par value per share common stock.

Article VI**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 4425 Beacon Circle, Suite 100, West Palm Beach, Florida 33407, and the name of the initial registered agent of this corporation at the address is Young Sook P. Song. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII**Initial Board of Directors**

The corporation shall have four (4) directors initially. 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). The names and addresses of the initial directors of this corporation are listed below:

Ji-Ang Song	4425 Beacon Circle, Suite 100 West Palm Beach, Florida 33407
Young Sook P. Song	4425 Beacon Circle, Suite 100 West Palm Beach, Florida 33047
Christopher M. Jones	4425 Beacon Circle, Suite 100 West Palm Beach, Florida 33407
Kenneth Cheng	4425 Beacon Circle, Suite 100 West Palm Beach, Florida 33407

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Article VIII

Incorporator

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

Michael V. Mitrione

777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be

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entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

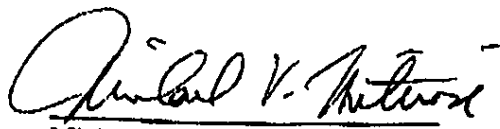
Amendment

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

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.


Michael V. Mitrione, Incorporator

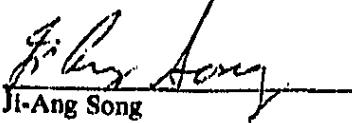
DATED: June 13, 1996

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for PRODIGIOUS DESIGN INTERNATIONAL, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


Ji-Ang Song

206338

AFFIDAVIT

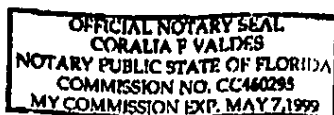
STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss.

1. My name is KENNETH CHENG, I am over the age of 18 and have personal knowledge of the facts set forth herein:
2. I was the President of PRODIGIOUS DESIGN INTERNATIONAL, INC., a Florida corporation (the "Corporation"), whose principal office was located in West Palm Beach, Florida.
3. The Articles of Dissolution dissolving the corporation were filed on June 7, 1996.
4. I hereby state that I have no intention of revoking the dissolution for the corporation and release the use of the name PRODIGIOUS DESIGN INTERNATIONAL, INC.

FURTHER AFFIANT SAYETH NAUGHT.

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss.

The foregoing instrument was sworn to, subscribed and acknowledged before me the 7th day of June, 1996, by Kenneth Cheng, who is personally known to me or who has produced _____ as identification and who did take an oath.



Coralie F. Valdes
NOTARY PUBLIC
Print Name: CORALIE F. VALDES

My Commission Expires:

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