

Jose L. Lorenzo
Attorney-at-Law
625 Northwest 165 Avenue
Pembroke Pines, Florida
(305)438-0479

P96000071383

August 22, 1996

000001932030
-08/26/96--01026--018
****122.50 ****122.50

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

Re: Formation of Crust and Crumbs, Inc.

Gentlemen:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$122.50 for the following fees:

Filing Fees	\$35.00
Certified Copies	\$52.50
Registered Agent Designation	\$35.00
	<hr/>
TOTAL	\$122.50

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,

Jose L. Lorenzo

Enclosures

AUG 28 1996

CORP1.MTG

BSB

FILED
96 AUG 23 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
CRUST & CRUMBS, INC.

FILED
96 AUG 23 AM 8:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
CORPORATE NAME

The name of this corporation shall be:

CRUST & CRUMBS, INC.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

John C. Riffaud
16032 Northwest 83rd Court
Miami Lakes, Florida 33016

ARTICLE V.
MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be:

16032 Northwest 83rd Court
Miami Lakes, Florida 33016

ARTICLE VI.
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.
INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

Name
John C. Riffaud

Address
16032 Northwest 83rd Court
Miami Lakes, Florida 33016

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.


ARTICLE VIII.
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Incorporator
John C. Riffaud

Address
16032 Northwest 83rd Court
Miami Lakes, Florida 33016

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

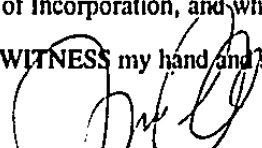


John C. Riffaud

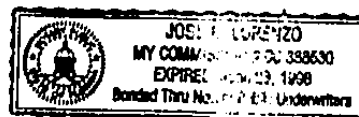
STATE OF FLORIDA :
COUNTY OF DADE : SS

BEFORE ME, the undersigned authority, appeared John C. Riffaud who is personally known to me or who has produced _____ as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this 22nd day of August, 1996.



NOTARY PUBLIC, State of Florida
Print Name: JOSE L. LORENZO
My Commission Expires:



The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



John C. Kilfaud, Registered Agent

CORP4.MTG

FILED
96 AUG 23 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSC NETWORKS

P.O. Box 5828
Tallahassee, FL 32314
(800) 342-8086

Incorporation & business services since 1899

ACCOUNT NO. : 072100000032

REFERENCE : 120420 7117157

AUTHORIZATION

COST LIMIT :

P96000071383

ORDER DATE : October 15, 1996

ORDER TIME : 11:45 AM

ORDER NO. : 120420-005

CUSTOMER NO: 7117157

300001975593--0
-10/15/96--01238--001
*****35.00 *****35.00

CUSTOMER: Joe Lorenzo, Esq
E.j. Hopkins & Associates
Suite 207
2420 Enterprise Road
Clearwater, FL 34623

DOMESTIC AMENDMENT FILING

NAME: CRUST & CRUMBS, INC.

EFFECTIVE DATE:

X ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
X PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

Nancy Chang
10/15/96
PC

FILED
96 OCT 15 PM 3:59
RECEIVED
96 OCT 15 PM 2:17
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CRUST & CRUMBS, INC.

The following provision of the Articles of Incorporation of CRUST & CRUMBS, INC., a Florida corporation ("Corporation"), be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

CORPORATE NAME:

The name of this corporation shall be:

PERSONAL BUSINESS MANAGERS, INC.

The foregoing amendment was adopted by a Corporate Action by all the Directors and all the shareholders of this Corporation, dated October 7, 1996.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of October 7, 1996.

By: 
John F. Rifford, President

FILED
96 OCT 15 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA