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LAW OFFICES
MARTIN R. MALLINGER, P.A.

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MARTIN R. MALLINGER

September 9, 1996

VIA FEDERAL EXPRESS

Secretary of State of Florida
Bureau of Corporations
New Filings Division
409 East Gaines Street
Tallahassee FL 32301

RE: PRICE-MAXWELL, INC.

000001943720
-09/10/96--01137--001
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the original, executed Articles of Incorporation for Price-Maxwell, Inc., along with our check in the amount of \$122.50, representing the filing fee therefor. Please return a certified copy of the validated Articles to the undersigned in the envelope provided as soon as possible.

Thank you for your attention to the foregoing. Please feel free to contact Mr. Mallinger or the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.

Lorraine Marie Pollachek

Lorraine Marie Pollachek
Secretary to Martin R. Mallinger

/lmp

Encl.

(ESTERMAN/980.000/secyst01)

M. CHASSER SEP 12 1996

ARTICLES OF INCORPORATION
OF
PRICE-MAXWELL, INC.

FILED
SEP 13 1964
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLES I. NAME

The name of the corporation shall be PRICE-MAXWELL, INC. The principal place of business of the corporation shall be 1300 Park of Commerce Blvd., #112, Delray Beach, FL 33445.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704, and the name of the initial registered agent of the corporation at that address is MARTIN R. MALLINGER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

This corporation shall have initially 1 (one) director. The names and street addresses of the initial members of the Board of Directors are:

BRADLEY J. ESTERMAN
1300 Park of Commerce Blvd. #112
Delray Beach FL 33445

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

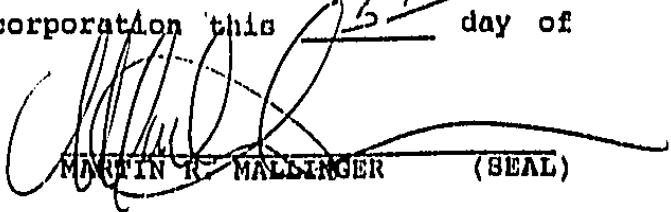
BRADLEY J. ESTERMAN
President/Secretary
1300 Park of Commerce Blvd. #112
Delray Beach FL 33445

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is MARTIN R. MALLINGER, of Martin R. Mallinger, P.A., Compson Financial Center, Suite 302, 980 North Federal Highway, Boca Raton, FL 33432-2704.

IN WITNESS WHEREOF, the undersigned subscriber has

executed these Articles of Incorporation this 5th day of
September, 1996.


MARTIN R. MALLINGER (SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, personally appeared MARTIN R. MALLINGER, [✓] to me personally known or [] who produced N/A as identification and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the State and County last aforesaid this day of September, 1996.

Lorraine Marie Pollacher

(Type or print name of notary)
NOTARY PUBLIC
MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

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 and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

MARTIN R. MALLINGER
REGISTERED AGENT

DATE: 9/5/96