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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450C03255

FAX #: (305)541-3770

NAME: PD1, INC.

AUDIT NUMBER.....H96000015627

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

OF

PD1, INC.

ARTICLE I.

NAME

The Name of the Corporation is PD1, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

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

Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 1,000 shares with par value of \$1.00 per share.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is 532 41st Street, Miami Beach, Florida 33140.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

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ARTICLE VIII.

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DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAMEADDRESS

Soued Doumrafi

532 41st Street
Miami Beach, Florida 33140

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

ARTICLE X.

INDEMNIFICATION

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

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EMPIRE CORPORATE KIT

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IN WITNESS WHEREOF, the undersigned, being the original
incorporator of the Corporation, has executed these Articles of
Incorporation this 5th day of November, 1996.


Stewart A. Merkin

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before
me, the undersigned authority, Stewart A. Merkin, to me well known
and well known to me to be the person who executed the foregoing
instrument and acknowledged before me that he executed the same
freely and voluntarily for the uses and purposes therein set forth
and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal on this 5th day of November, 1996.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



H96000015627

CERTIFICATE OF DESIGNATION**H96000015627****REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

PD1, INC.

2. The name and address of the Registered Agent and office is:

STEWART A. MERKIN, ESQ.
RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Stewart A. Merkin

DATE: November 5, 1996

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