

COHEN, CHASE & HOFFMAN TEL: 305-670-6152 NOV 19 96 10:54 AM P.01

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11/19/96

FLORIDA DIVISION OF CORPORATION
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A.
CONTACT: MARY W KURLANSIK
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NAME: PTC CARIBBEAN, INC.

AUDIT NUMBER.....H96000016300

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

526023
11/19/96

ARTICLES OF INCORPORATION

OF

PTC CARIBBEAN, INC.

ARTICLE I - NAME

The name of this corporation is PTC CARIBBEAN, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing these Articles of Incorporation. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000,000	\$0.01	Common

This instrument prepared by:
Alan R. Chase, Esquire
Florida Bar No. 205478
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

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ARTICLE V - OFFICERS

The initial officers of the Corporation shall be:

President Jeffrey Hanft
Secretary Richard Militello
Treasurer Jeffrey Hanft

ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at 3333 Poinciana Avenue, Coconut Grove, Florida 33133. The corporation's mailing address shall, initially, be located at the same address.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Alan R. Chase, Esquire

STREET ADDRESS OF
REGISTERED OFFICE

9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial director of this corporation is:

DIRECTOR

Jeffrey Hanft

ADDRESS

3333 Poinciana Avenue
Coconut Grove, Florida 33131

ARTICLE IX - INCORPORATOR

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

NAME

ADDRESS

Alan R. Chase, Esquire

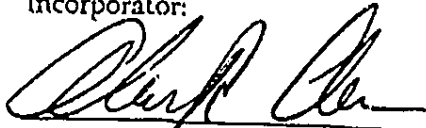
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of November, 1996.

Incorporator:


ALAN R. CHASE

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:


ALAN R. CHASE

PARA/PTC/ARTICLES

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RECEIVED REPLACEMENT CHECK/PAYMENT FOR
DEBIT MEMO #71414-K \$4000.00

NO SERVICE FEE COLLECTED, CHECK RETURNED
FROM OUR BANK, DUE TO ENDORSEMENT ERROR,
(OUR ERROR) ML