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FLORIDA DIVISION OF CORPORATIONS

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FROM: BAILEY HUNT JONES & BUSTO, A PROFESSIONAL AS
075410000136

ACCT#:

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NAME: PDL ENTERPRISES, INC.

AUDIT NUMBER.....H96000016352

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

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**ARTICLES OF INCORPORATION
OF
PDL ENTERPRISE, INC.**

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TALLAHASSEE FL 32301

The undersigned incorporator of this Corporation under Chapter 607, Florida Statutes, as amended, adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is: **PDL ENTERPRISES, INC.**

ARTICLE II

The principal place of business of this Corporation shall be 501 Brickell Key Drive, Suite 300, Miami, Florida 33131.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which the Corporation is organized is the following: to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

This instrument prepared by:
Lawrence S. Evans, Esq.
Florida Bar No.: 313531
501 Brickell Key Drive
Suite 300
Miami, Florida 33131

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ARTICLE V

The maximum number of shares which this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of One and 00/100 Dollars (\$1.00) per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as it may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE VI

The initial registered office of this Corporation shall be 501 Brickell Key Drive, Suite 300, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Lawrence S. Evans, Esq. who, by signing these Articles of Incorporation, accepts the designation and agrees to comply with the provisions of Section 48.091 Florida Statutes as amended from time to time with respect to keeping an office open for service of process.

ARTICLE VII

The initial Board of Directors shall consist of three (3) members. The number of directors may be increased or decreased from time to time by vote of the shareholders.

ARTICLE VIII

The names and addresses of the directors constituting the initial Board of Directors are:

Name
Donald Card

Address
19820 Holiday Road
Miami, Florida 33157

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Liliane Card

19820 Holiday Road
Miami, Florida 33157

Patrick Baudin

19820 Holiday Road
Miami, Florida 33157

ARTICLE IX

The name and the street address of the subscriber to the Articles of Incorporation is:

Name

Address

Lawrence S. Evans

501 Brickell Key Drive
Suite 300
Miami, Florida 33131

ARTICLE X

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniary or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he or she were not interested, or were not a director, member or officer of such other corporation, firm, association or partnership.



LAWRENCE S. EVANS

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PDL Enterprise, Inc. at the place designated in the foregoing Articles of Incorporation, Lawrence S. Evans, Esq. agrees to act in this capacity and agrees to comply with the provisions of Section 607.0501, Florida Statutes relative to keeping open an office.

Dated: November 19, 1996.



LAWRENCE S. EVANS

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TALLAHASSEE, FLORIDA

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