



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-0150

January 8, 1997

P970006549

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Pyramid Development Corporation
P9134395 SZW

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-01/27/97--01003--005
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Pyramid Development Corporation

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Regina Cephas/EP
Regina Cephas
Vice President

enc.

1/23/97
FILED
97 JAN 17 PM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PYRAMID DEVELOPMENT CORPORATION

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation shall be Pyramid Development Corporation.
- SECOND The address of the initial registered office of the corporation is 11682 Mellow Court, Royal Palm Beach, FL, 33411. The name of the registered agent is John Szwed.
- THIRD: The principal address of the corporation is same as above.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is four, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as Follows:
- Aleksin Szwed- 9540 Sepulveda Blvd., Unit #6, N Hills, CA 91343.
John Szwed- 11682 Mellow Ct, Royal Palm Beach, FL 33411.
Sophie Szwed- 20 Dick Street, Clifton, NJ 07013
Henry Szwed- address same as above.
- SEVENTH: The duration of the coproration is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Elizabeth Brown 1313 N. Market St., Wilmington DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 30th day of December, 1996.

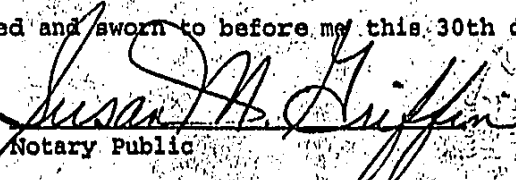


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 30th day of December, 1996 by Elizabeth Brown.

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000


Notary Public

This document was prepared by Elizabeth Brown, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440

FILED
97 JAN 17 PM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

FILED
97 JAN 17 PM 11:02
CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 43.091, Florida Statutes, the following
submitted:

First, this Pyramid Development Corporation
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Royal Palm Beach, State of
Florida, has named John Sewel located at
11682 Mellows Court, Royal Palm Beach, FL
33411 as its agent for service of
process within Florida.

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.

John Sewel

12/23/96
Date