

CATLIN, SAXON, TUTTLE AND EVANS, P.A.

1700 ALFRED I. DUPONT BUILDING
109 EAST FLAGLER STREET
MIAMI, FLORIDA 33131-1298

FAX (305) 371-8011

(305) 371-9575

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January 27, 1997

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Secretary of State
Division of Corporation
409 Gaines Street
Tallahassee, Florida 32399

Sent By Federal Express

Re: **PLD Holdings, Inc. - Articles of Incorporation.**

Dear Sirs:

In connection with the above-referenced, please find enclosed the following

1. An original and one copy of the Articles of Incorporation of PLD Holdings, Inc.
2. Our check in the amount of \$122.50 payable to the Secretary of State which represents the filing fee for the articles.

Please file the articles and have the enclosed copy stamped to confirm filing, and return the filed copy to me in the pre-stamped, pre-addressed envelope enclosed herewith for your use, together with the certificate confirming that the corporation has been incorporated.

If you any questions regarding this request, please feel free to contact me.

Sincerely,

[Signature]
JAMES C. EVANS

JCE/ml
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION

OF

PLD HOLDINGS, INC.

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

PLD HOLDINGS, INC.

ARTICLE II - MANAGEMENT BY DIRECTORS

All corporate power which is not reserved to the shareholders by law or otherwise shall be exercised exclusively by or under the authority of the Board of Directors, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of not less than one, nor more than nine, members. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business which may be properly done by the Board of Directors on behalf of the corporation shall consist of a majority of the members thereof. The Board of Directors shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.

ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders or the Board of Directors, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made,

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TALLAHASSEE FLORIDA

and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

Until the shareholders elect directors and same have been duly qualified, the business of the corporation shall be managed by an initial one (1) member Board of Directors consisting of:

PHILLIPE L. DRAY
P.O. BOX 661440
Miami, Florida 33266

ARTICLE V - INITIAL OFFICERS

Until the Board of Directors elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

President/Treasurer/Secretary

PHILLIPE L. DRAY

ARTICLE VI - DURATION

The existence of this corporation shall be perpetual.

ARTICLE VII - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including, but not limited to, any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE VIII - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 600 shares, each of the par value of One Dollar (\$1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may

also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the Board of Directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the Board of Directors shall determine.

ARTICLE IX - PRE-EMPTIVE 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - PRINCIPAL PLACE OF BUSINESS

The principal place of business (and mailing address) of this corporation shall be located at 2315 N.W. 107th Avenue, A-5, Miami, Florida 33172. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its Directors may from time to time authorize.

ARTICLE XI - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other powers as it may possess as a matter of law, all without limitation.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including, but not limited to, indemnification for counsel fees.

ARTICLE XIII - INITIAL REGISTERED AGENT AND OFFICE

The name and the street address of the initial registered office of this corporation are:

JAMES C. EVANS, ESQ.
Catlin, Saxon, Tuttle and Evans, P. A.
1700 Alfred I. DuPont Building
169 East Flagler Street
Miami, Florida 33131

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - INCORPORATOR

The name and mailing address of the person signing these articles of incorporation are:

JAMES C. EVANS
c/o Catlin, Saxon, Tuttle and Evans, P. A.
1700 Alfred I. DuPont Building
169 East Flagler Street
Miami, Florida 33131

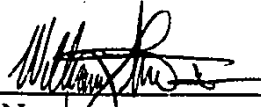
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of January, 1996.



JAMES C. EVANS (SEAL)

STATE OF FLORIDA
COUNTY OF DADE

THIS INSTRUMENT WAS ACKNOWLEDGED BEFORE ME this 24th
day of January, 1997, by JAMES C. EVANS. He is personally known to me or
produced _____ as identification and did not take an
oath.

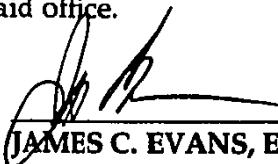


Print Name _____
Notary Public, State of Florida
My Commission Expires _____



REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above-stated
corporation, at the place designated in the foregoing Articles of Incorporation, I
hereby agree to act in this capacity and agree to comply with the provisions of the
Florida Statute relative to keeping open said office.



JAMES C. EVANS, ESQ.
Registered Agent

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TALLAHASSEE FLORIDA