

GREENFELDER, MANDER, HANSON, MURPHY & DWYER

ATTORNEYS AT LAW

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DADE CITY, FLORIDA 33523

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January 30, 1997

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****122.50 ****122.50

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Product Sourcing Group, Inc.


Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above named corporation. Please file the original and certify and return the copy to our office.

Enclosed is our check in the amount of \$122.50 for your fees for filing the Articles and the Registered Agent Certificate, and for certifying the copy.

Sincerely,

GREENFELDER, MANDER, HANSON,
MURPHY & DWYER


Glen E. Greenfelder

GEG/sw

Enclosures

FILED
97 FEB -3 PM 9:00
TALLAHASSEE, FLORIDA

F. 0-100000 FEB 5 1997

ARTICLES OF INCORPORATION
OF
PRODUCT SOURCING GROUP, INC.

FILED
97 FEB -3 PM 9:46
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is PRODUCT SOURCING GROUP, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and engaging in any activities or business for which corporations may be incorporated under Chapter 607, Florida Statutes as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

Such common stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock

of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and mailing address of the corporation is #279 118 Westshore Boulevard, Tampa, Florida, 33609. The street address of the initial registered office of this corporation is 14217 Third Street, Dade City, Florida, 33523. The name of the initial registered agent of this corporation at that address is GLEN E. GREENFELDER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation initially shall have two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation; however, there shall never be less than one director.

The names and addresses of the initial Board of Directors of the corporation are:

ANDREW BACHENHEIMER
3140 Holiday Springs Blvd.
Bldg. 9, Apt. 211
Margate, Florida 33063

ALBERT NIPON
15 West Old Gulph Road
Gladwyne, Pennsylvania 19035

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles are:

ANDREW BACHENHEIMER
3140 Holiday Springs Blvd.

Bldg. 9, Apt. 211
Margate, Florida 33063

ALBERT NIPON
15 West Old Gulph Road
Gladwyne, Pennsylvania 19035

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the 29th day of January, 1997.



ANDREW BACHENHEIMER



ALBERT NIPON

STATE OF FLORIDA

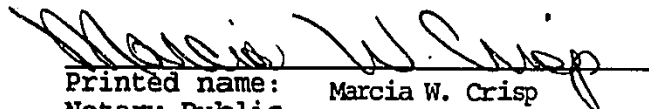
COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take

ARTICLES OF INCORPORATION - 3

acknowledgments in the State and County set forth above,
personally appeared ANDREW BACHENHEIMER and ALBERT NIPON, known
by me to be the persons who executed the foregoing Articles of
Incorporation, and who acknowledged before me that they executed
these Articles of Incorporation and who furnished as proof of
identification: personally known.

IN WITNESS WHEREOF I have set my hand and seal in the state
and county above this 29th day of January, 1997.


Printed name: Marcia W. Crisp
Notary Public

Commission:



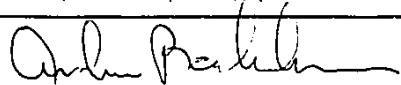

MARCIA W. CRISP
My Commission CC336565
Expires Dec. 18, 1997
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That PRODUCT SOURCING GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at #279 118 Westshore Boulevard, Tampa, Florida, 33609, has named GLEN E. GREENFELDER, whose address is 14217 Third Street, Dade City, Florida, 33523, as its agent to accept service of process within Florida.

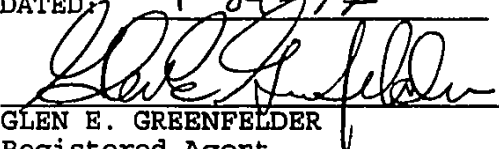
DATED: 1-29-97

SIGNED: 
ANDDREW BACHENHEIMER

ALBERT NIPON

FILED
97 FEB -3 PM 9:46
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: 1-29-97

GLEN E. GREENFELDER
Registered Agent