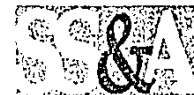


ATTORNEYS AT LAW
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Schantz
Schatzman &
Aaronson, P.A.

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February 18, 1997

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FLORIDA SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE:

Portchy, Inc.
(Our File No.: 30431.01)

Gentlemen:

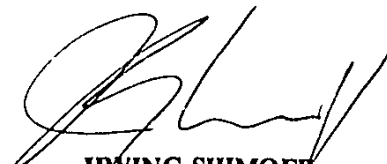
Enclosed herewith please find original Articles of Incorporation of Portchy, Inc., together with my Trust Account Check to your order in the sum of \$122.50.

Would you please be good enough to file the enclosed Articles of Incorporation and forward me a copy thereof after filing. I enclose a stamped, self-addressed envelope for your convenience.

Please call me should you have any questions with respect to the foregoing.

Sincerely,

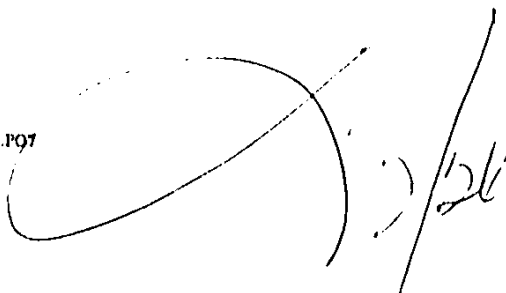
SCHANTZ, SCHATZMAN & AARONSON, P.A.


IRVING SHIMMOFF
Of Counsel

IS/cc

Enclosure

G:\S\L\TR\SECSTATE\PO7



FILED
97 FEB 21 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PORTCHY, INC.

FILED
97 FEB 21 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is PORTCHY, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is c/o Irving Shimoff, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131, and the registered agent at that address is Irving Shimoff.
- FIFTH:** The name and address of the incorporator of the Corporation is Irving Shimoff, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of February, 1997.


IRVING SHIMOFF, Incorporator

**ARTICLES OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment is Registered Agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

PORTCHY, INC.


IRVING SHIMOFF, Incorporator

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TALLAHASSEE FLORIDA

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