

CR2E031(10/92)

ARTICLES OF INCORPORATION
OF
PALM INTERNATIONAL, INC.

FILED
97 MAR 11 PM 3:21
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation pursuant to the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: PALM INTERNATIONAL, INC.

ARTICLE II

DURATION

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

ARTICLE III

PURPOSES

This corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

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 prorata 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 REGISTERED AGENT

The street address of the initial registered office of this corporation is 4800 North Federal Highway, Suite 307B, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at such address is HENRY R. ENSLER, ESO.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time in a manner provided by the bylaws of the corporation but shall never be less than one. The initial director(s) of this corporation shall be: CHERYL FUSCHETTO 212 MOUNTAIN AVENUE
NEW PROVIDENCE, N.J. 07974.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator signing these Articles is: HENRY R. ENSLER, 4800 North Federal Hwy., Ste. 307B, Boca Raton, Fl 33431.

ARTICLE IX

PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be: 4793 HOLIDAY WAY, WEST PALM BEACH, FLORIDA 33415.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of March, 1997.

Henry R. Ensler
HENRY R. ENSLER, ESQ.
Incorporator

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

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT PALM INTERNATIONAL, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED HENRY R. ENSLER, ESQ., at: 4800 NORTH FEDERAL HIGHWAY, SUITE 307B, BOCA RATON, FLORIDA 33431, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Henry R. Ensler
HENRY R. ENSLER, ESQ.

March 10, 1997
DATED

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. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Henry R. Ensler
HENRY R. ENSLER, ESQ.
Registered Agent

March 10, 1997
DATED

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA