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ROBERT PAUL KEELEY

JONATHAN E. BRODY
CHAPMAN L. SMITH, JR.
CHARLES D. KYRIAZOS*
JOHN C. PRIMEAU

*ALSO ADMITTED IN NEW YORK

March 10, 1997

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

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-03/11/97--01094--013
*****70.00 *****70.00

Re: PSI America, Inc.

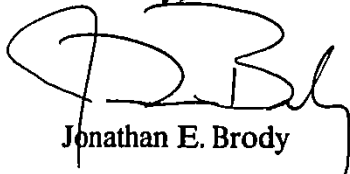
Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation and the Certificate of Designation of the Registered Agent and Registered Office for the above referenced corporation.

Also enclosed is a check in the amount of \$70.00 representing the filing fee for the enclosed documents. Please forward a filing receipt to our office in the enclosed envelope.

Your prompt attention to this matter will be appreciated.

Sincerely,



Jonathan E. Brody

JEB/ldp
Enclosures

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97 MAR 11 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
PSI AMERICA, INC.**

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporations Act.

Article I: Name

The name of the corporation shall be PSI America, Inc.

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be 4601 Sheridan Street, Suite 505, Hollywood, Florida 33021.

Article III: Shares

This corporation is authorized to issue a total of 10,000,000 shares of stock.

Article IV: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Jonathan E. Brody
4601 Sheridan Street
Suite 505
Hollywood, FL 33021

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TALLAHASSEE, FLORIDA

Article V: Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Jonathan E. Brody
4601 Sheridan Street
Suite 505
Hollywood, FL 33021

The undersigned incorporator has executed these Articles of Incorporation this 10th day of March, 1997.


JONATHAN E. BRODY

**CERTIFICATE OF DESIGNATION OF THE REGISTERED
AGENT AND REGISTERED OFFICE OF
PSI AMERICA, INC.**

Pursuant to the provisions of §607.0501, Florida Statutes, PSI AMERICA, INC., a corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent and office in the State of Florida.

The name and address of the registered agent and office for the corporation is:

Jonathan E. Brody
4601 Sheridan Street
Suite 505
Hollywood, FL 33021

Acceptance of Appointment of Registered Agent

Having been named as registered agent and to accept service of process for PSI AMERICA, INC., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 10th day of March, 1997.

BY: _____

JONATHAN E. BRODY

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TALLAHASSEE, FLORIDA