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BRADY COKER Fax: 352-761-1489 Mar 31 '97 9:11
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: BRADY & COKER

ACCT#: 075350000217

CONTACT: NEYSA RICH

PHONE: (305)761-1404

FAX #: (305)761-1489

NAME: PEACOCK SHIFF DESIGN COLLABORATIVE, INC.

AUDIT NUMBER.....H97000004730

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
PEACOCK SHIFF DESIGN COLLABORATIVE, INC.

ARTICLE I. NAME: The name of this corporation is PEACOCK SHIFF DESIGN COLLABORATIVE, INC.

ARTICLE II. DURATION: This corporation shall have perpetual existence.

ARTICLE III. PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK: This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE 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 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 street address of the initial registered office of this corporation is 1318 Southeast 2nd Avenue, Fort Lauderdale, FL 33316 and the name of the initial registered agent of this corporation at that location is Richard G. Coker, Jr.

ARTICLE VII. INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Tamara Peacock	1318 Southeast 2nd Avenue
President/Secretary/Director	Fort Lauderdale, FL 33316

Michael A. Shiff	1318 Southeast 2nd Avenue
Vice President/Treasurer/Director	Fort Lauderdale, FL 33316

Richard G. Coker, Jr., Esquire
Florida Bar No. 338842
Brady & Coker
1318 Southeast 2nd Avenue
Fort Lauderdale, FL 33316

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ARTICLE VIII. INCORPORATOR: The name and address of the person signing these Articles is:

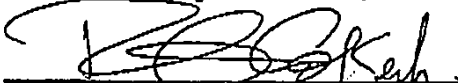
Richard G. Coker, Jr., Esquire
Incorporator

1318 Southeast 2nd Avenue
Fort Lauderdale, FL 33316

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 provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


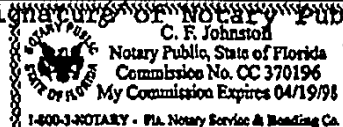
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of March, 1997.


Richard G. Coker, Jr., Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 31st day of March, 1997, by RICHARD G. COKER, JR., who is personally known to me and who did not take an oath.


(Signature of Notary Public)
C. F. Johnston
Notary Public, State of Florida
Commission No. CC 370196
My Commission Expires 04/19/98

(Print, Type or Stamp Name of Notary Public/Notary Commission No.)

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STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or
Domicile for the Service of Process Within This
State, Naming Agent Upon Whom Process May Be Served
and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

PEACOCK SHIFF DESIGN COLLABORATIVE, INC., a corporation
organized (or organizing) under the laws of the State of Florida,
with its principal office at 1318 Southeast 2nd Avenue, in the City
of Fort Lauderdale, County of Broward, State of Florida, has named
RICHARD G. COKER, JR., located at 1318 Southeast 2nd Avenue, in the
City of Fort Lauderdale, County of Broward, State of Florida, as
its agent to accept service of process within this state.

OFFICERS:

NAME/TITLESPECIFIC ADDRESS

Tamara Peacock
President/Secretary/Director

1318 Southeast 2nd Avenue
Fort Lauderdale, FL 33316

Michael A. Shiff
Vice President/Treasurer/Director

1318 Southeast 2nd Avenue
Fort Lauderdale, FL 33316

DIRECTORSSPECIFIC ADDRESS

Tamara Peacock
President/Secretary/Director

1318 Southeast 2nd Avenue
Fort Lauderdale, FL 33316

Michael A. Shiff
Vice President/Treasurer/Director

1318 Southeast 2nd Avenue
Fort Lauderdale, FL 33316

By: 

RICHARD G. COKER, JR.
(Incorporator)

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to
keep office open during the prescribed hours; to post my name (and
any other officers of said corporation authorized to accept service

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of process at the above Florida designated address) in some
conspicuous place in office as required by law.

By: 

RICHARD G. COKER, JR.
(Resident Agent)

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TALLAHASSEE, FLORIDA

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