

CAPITAL CONNECTION, INC.

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Mailing Address: Post Office Box 10,149, Tallahassee, FL 32302

TOLL FREE No. 1-800-332-0062

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P97000031105

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IE: **PXI Holdings, Inc**

C.C. FEE. 0151
Office Express
Art. Inc. Filing
Corp. Records Search
Lit. Filing/Ship. Fee
Foreign Corp. Filing
☒ (1 Coll. Copy(s))

Art. of Amend. Filing
Dissolution/Withdrawal
C U S
Florida Name Filing

Name Change Fee 02134632-3
Annual Report Filing Fee 01018-005
Inst. Agent Service ***122.50 ***122.50
Document Filing

Corporate Kit
Vehicle Search
Driving Record
Document Retrieval

Ucc 1 of 3 Filing
Ucc 11 Search
Ucc 11 Retrieval
File No. 3, _____

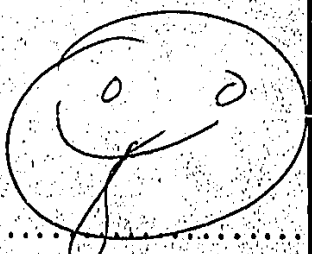
County Service
Shipping/Handling
Photo ()
Top Priority
Express Mail Prop.
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Subtotal

Fee
dishonest
surcharges
TAX on corporate supplies
Subtotal
Interest
Balance Due

RECEIVED
97 APR - 7 AM 10:22
DIVISION OF CORPORATION

97 APR - 7 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Request _____ Taken _____ Confirmed _____ Approved _____
Date **4/7/97**
Time **9:00**
By **CD**
Walk-in
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bk No. _____

Please remit invoice number with payment
Terms: NET 10 DAYS FROM INVOICE DATE
1.125% per month on Past Due Amounts
Past 30 Days, 1.8% per Month.

THANK
from
Your Capital C

ARTICLES OF INCORPORATION

OF

PXI HOLDINGS, INC.

FILED
97 APR -7 AM 11:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is PXI Holdings, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is PXI Holdings, Inc. c/o Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 So. Biscayne Blvd., Miami, FL 33131, and the corporation's mailing address is Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 So. Biscayne Blvd., Miami, FL 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

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

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Howard J. Berlin, Esquire. The street address of the corporation's initial registered office is 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Ronny J. Halperin, Esquire, 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4 day of April, 1997.



Ronny J. Halperin

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CERTIFICATE OF REGISTERED AGENT

OF

PXI HOLDINGS, INC.

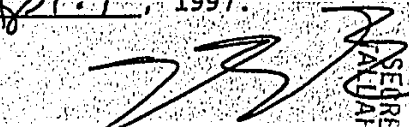
Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That PXI Holdings, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Howard J. Berlin, Esquire, located at 1970 Miami Center, 201 So. Biscayne Blvd., Miami, Florida 33131, County of Dade, State of Florida, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 4th day of April, 1997.


HOWARD J. BERLIN

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FILED
9 APR - 7 AM 11:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA