_____ of _____ №

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: P X I Holdings, Inc

P97000031105

NAME _______________
FIRM _______________
ADDRESS _______________

PHONE ( ) _______________

Service: Top Priority _____ One Day Service
Regular _____ Two Day Service

To Us via _______ Return via _______

Mailer No.: _______ Express Mail No. _______

State Fee $ _______ Our $ _______

		C.C. FEE	DISB.
	Capital Express		
	Art. of Inc. File		
	Corp. Record Search		
	LP Filing/Ltd. File		
✓	Foreign Corp. File		
	( ) Cert. Copy(s)		
	Art. of Amend. File		
	Dissolution/Withdrawal		
	C G S.		
	Fictitious Name File		
	Name [illegible] 200002134632---3		
	Annual Report/[illegible] --01018--005		
	Reg. Agent Service ***122.50	****122.50	
	Document Filing		
	Corporate Kit		
	Vehicle Search		
	Driving Record		
	Document Retrieval		
	UCC 1 or 3 File		
	UCC 11 Search		
	UCC 11 Retrieval		
	___ File No.'s ___ Copies		
	Courier Service		
	Shipping/Handling		
	Phone ( )		
	Top Priority		
	Express Mail Prep.		
	FAX ( ) Pgs.		

SUBTOTALS _______

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

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

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

	REQUEST TAKEN	CONFIRMED	APPROVED
DATE	4/7/97		
TIME	9:00		ck No.
BY	CD		

WALK-IN
Will Pick Up _______

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days. 18% per Annum.

THANK [illegible]
Your Capital C[illegible]

[illegible] THOMASVILLE, GA.

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

ARTICLES OF INCORPORATION

OF

PXI HOLDINGS, INC.

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

S:\01100081\PXI\ARTICLES

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.

ACKNOWLEDGMENT

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

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

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