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THANK YOU
from
Your Capitol Counsel

**ARTICLES OF INCORPORATION
OF
PLASTIC ENGINEERING ASSOCIATES LICENSING, INC.**

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SECRET
TALLAHASSEE
STATE
CORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be **PLASTIC ENGINEERING ASSOCIATES LICENSING, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal office of the corporation shall be 4970 Alfresco Street, Boca Raton, Florida 33428.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is two hundred (200) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Mr. William M. Fogarty, Esq., 370 W. Camino Gardens Blvd., Suite 206, Boca Raton, Florida 33432.

ARTICLE V: INCORPORATOR

The name and address of the incorporators to these Articles of Incorporation is Mr. William M. Fogarty, Esq., 370 W. Camino Gardens Blvd., Suite 206, Boca Raton, Florida 33432.

ARTICLE VI: INDEMNIFICATION

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE VII: PRE-EMPTIVE RIGHTS

Each Shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stocks of any class or classes.

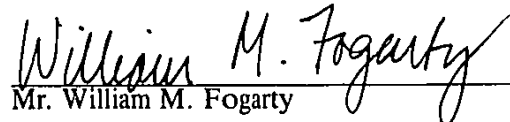
This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VIII: DIRECTORS

The corporation shall have two (2) directors initially. The number of directors shall never be less than one (1). The name and address of each initial director of the corporation is:

Mr. James D. Fogarty, 4970 Alfresco Street, Boca Raton, Florida 33428.
Mr. David J. Fogarty, 4750 Bison Street, Boca Raton, Florida 33428.

The undersigned has executed these Articles of Incorporation this 11th day of April, 1997.


Mr. William M. Fogarty

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **PLASTIC ENGINEERING ASSOCIATES LICENSING, INC.**
2. The name and address of the registered agent and office is Mr. William M. Fogarty, Esq., 370 W. Camino Gardens Blvd., Suite 206, Boca Raton, Florida 33432.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.



William M. Fogarty

Dated: April 11, 1997.

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