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SHUTTS & BOWEN

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(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

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April 25, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Unidell - PGA Corp.**

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for Unidell - PGA Corp., together with a check in the amount of \$122.50. This check represents payment for the following costs:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent	35.00
	<u>\$122.50</u>

Please note especially that these Articles are effective as of April 24, 1997. Please file the enclosed Articles of Incorporation and return the certified copy to the undersigned by regular mail.

Sincerely,

SHUTTS & BOWEN

AL APR 29 1997

Jeanne M. Battles
Jeanne M. Battles, CLAS

Certified Legal Assistant
Real Estate Specialist

Enclosures

AMSTERDAM OFFICE
EUROPA BOULEVARD 50
1001 ADAMSSTRADE
THE NETHERLANDS
TELEPHONE 011 4320 643 0000
FACSIMILE 011 4320 642 1475

Mr. Alan Yudel
Robert C. Sommerville, Esquire
JMB

GO OFFICE
OCEAN REEF CLUB
SUITE 2206
OCEAN REEF PLAZA
KEY LARGO, FLORIDA 33057
TELEPHONE (305) 307 2001

LONDON OFFICE
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LONDON SW1W 8YE ENGLAND
TELEPHONE 011 4471 493 4040
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MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 540 6300
BROWARD (954) 467 4041
FACSIMILE (305) 381 9902

ORLANDO OFFICE
30 NORTH ORANGE AVENUE
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ORLANDO, FLORIDA 32801
TELEPHONE (407) 424 1200
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**ARTICLES OF INCORPORATION
OF
UNIDELL - PGA CORP.**

FILED
97 APR 28 PH 4: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "corporation") is Unidell - PGA Corp.

SECOND: The street address of the initial principal office and the mailing address of the corporation is 17152 Mandylynn Court, Boca Raton, Florida 33496.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

FIFTH: The name and street address of the initial directors of the corporation are:

NAME AND ADDRESS

OFFICE

Jane Yudell
17152 Mandylynn Court
Boca Raton, Florida 33496

Director

Lois Kaniuk
50 Jericho Turnpike
Suite 250
Jericho, New York 11753

Director

SIXTH: The name and street address of the incorporator is as follows:

Robert C. Sommerville
250 Australian Avenue South, Suite 500
West Palm Beach, Florida 33401

SEVENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the

manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

EIGHTH: The corporate existence of the corporation shall commence as of April 24, 1997, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) business days after such date. In the event these Articles are not received within such five (5) day period, then the corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

NINTH: The street address of the corporation's initial registered office is 201 South Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131, and the name of its initial registered agent at that office is Corporation Company of Miami.

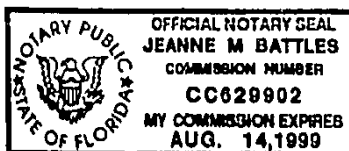
IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on April 25, 1997, in the City of West Palm Beach, State of Florida.

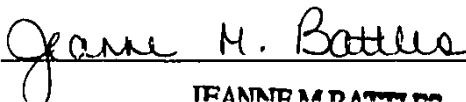

ROBERT C. SOMMERVILLE
INCORPORATOR

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 25th day of April, 1997, by Robert C. Sommerville, who is personally known to me or who has produced a valid Florida driver's license as identification.

OFFICIAL NOTARIAL SEAL:




JEANNE M BATTLES
(type, print, or stamp name)
Notary Public
My Commission Expires:
Commission No.: _____

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

Pursuant to the provisions of Section 607.0505, Florida Statutes (1995), the undersigned 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 Unidell - PGA Corp.
2. The name and address of the registered agent and office is:

Corporation Company of Miami
201 South Biscayne Boulevard
1500 Miami Center
Miami, Florida 33131


Robert C. Sommerville
Incorporator

Date: April 25, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED CORPORATION ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND HEREBY AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE POSITION OF REGISTERED AGENT.

CORPORATION COMPANY OF MIAMI, a Florida
corporation

By: 

Robert C. Sommerville
Vice President

Date: April 25, 1997

FILED
97 APR 28 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA