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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -8 AM 8:10

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-05/08/97--01119-011
*****78.75 *****78.75

SUBJECT: Park Avenue International, Inc.

Enclosed is an original and one (1) copy of the article of incorporation and a check for \$78.75 (Filing Fee and Certificate).

FROM: Sam S. Caliendo

3350 NW 2nd Avenue, Suite B-38
Boca Raton, Florida 33431
(561-416-2230 Daytime Phone Number

EP
5-13 97

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Park Avenue International Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata 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 3350 N.W. 2nd Avenue, Suite B -38, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is Sam S. Caliendo. The principle address of this corporation is the same as the registered office.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Karen R. Kesner
3350 NW 2nd Avenue, St B 38
Boca Raton, Florida 33431

Sam S. Caleindo
3350 NW 2nd Avenue, Ste B 38
Boca Raton, Florida 33431

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Sam S. Caliendo
3350 NW 2nd Avenue, Ste B 38
Boca Raton, Florida 33431

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer of Director, or any former Officer or Director, to the full extent permitted by law.

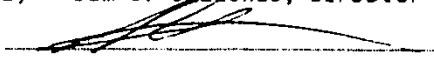
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 Incorporator had executed these Articles of Incorporation on the date of signing.

Dated: May 2, 1997

By: Sam S. Caliendo, Director


Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Sam S. Caliendo known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 2nd day of May 1997.

Notary Public
State of Florida at Large


My Commission Expires:

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First that Park Avenue International, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Sam S. Caliendo, 3350 NW 2nd Avenue, Suite B-38, Boca Raton, Florida 33431, as its agent to accept service of process within Florida.

Dated: May 2, 1997


Sam S. Caliendo, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties.

Dated: May 2, 1997


Sam S. Caliendo, Director

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