



THE UNITED STATES
CORPORATION
COMPANY

p97000059210

ACCOUNT NO. : 072100000032

REFERENCE : 454184 4329479

AUTHORIZATION :

Patricia Piquito

COST LIMIT : \$ 122.50

ORDER DATE : July 8, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 454184-005

CUSTOMER NO: 4329479

600002232746--8

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HOSTETLER SUNTRUST
CENTER SUITE 2300
200 South Orange Avenue
Po Box 112
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: PRS BROKERAGE COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

RECEIVED
JUL 11 1997
FILING DIVISION

97 JUL - 8 AM 9:48
DIVISION OF
INCORPORATION

RM 08 1997

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ARTICLES OF INCORPORATION

OF

PRS BROKERAGE COMPANY

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be PRS BROKERAGE COMPANY

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended; provided, however, that notwithstanding the generality of the foregoing, the corporation is not hereby authorized to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is seventy-five thousand (75,000) shares, which shall be designated as Common Shares with a par value of ten cents (\$.10) per share.

ARTICLE V - INITIAL REGISTERED OFFICE, AND REGISTERED AGENT, AND CORPORATE MAILING ADDRESS

The initial street address of the registered office of the corporation in the State of Florida is 200 S. Orange Ave, Suite

2300, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is Tico Perez. The mailing address of the corporation shall be 8731 South Bay Dr., Orlando, Fl 32819.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be one.

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name(s) and address(es) of the initial members of the Board of Directors, who shall hold office until his/their successor(s) is/are duly elected and have qualified, is/are:

<u>Name</u>	<u>Address</u>
H.A. Tico Perez	8731 South Bay Dr. Orlando, Fl 32819

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
H. A. Tico Perez	200 S. Orange Ave. Suite 2300 Orlando, FL 32801

ARTICLE VIII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

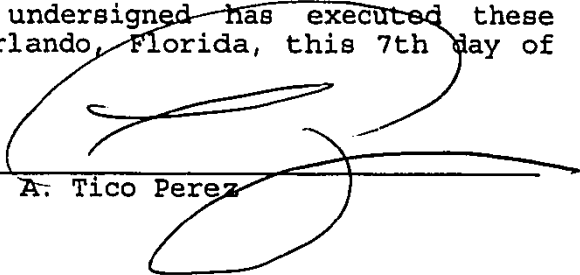
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 7th day of July, 1997.


H. A. Tico Perez

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of July, 1997, by Tico Perez, (who is personally known to me) or (who has produced as identification), and who (did/did not) take an oath.

NOTARY PUBLIC:


(signature)

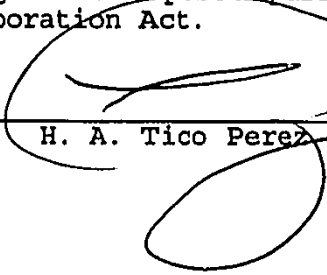
Ivette Cordero
(print name)

My Commission Expires: IVETTE CORDERO
MY COMMISSION # CC448763 EXPIRES
April 3, 1999
BONDED THRU TROY FAIR INSURANCE, INC.



ACCEPTANCE BY REGISTERED AGENT

The undersigned, Tico Perez as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with and accepts the obligations imposed pursuant to § 607.0505 of the Florida General Corporation Act.

By: 
H. A. Tico Perez