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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: PC ENTERPRISES, INC.

AUDIT NUMBER.....H97000017268

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

B. McKnight OCT 17 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 17, 1997

EMPIRE

SUBJECT: PC ENTERPRISES, INC.
REF: W97000023685

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document SpecialistFAX Aud. #: H97000017268
Letter Number: 397A00050707

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ARTICLES OF INCORPORATION

OF

CIOFFI ENTERPRISES, INC.

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OCT 17 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patrick Cioffi, Jr., the undersigned, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Cioffi Enterprises, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE III - CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1,000) shares of common stock of One Dollar (\$1.00) par value, fully paid and non-assessable.

ARTICLE IV - INITIAL REGISTERED OFFICE
AND AGENT AND BUSINESS ADDRESS

The initial Registered Office of this corporation shall be located at: 3907 North Federal Highway, Suite 111, Pompano Beach, Florida 33064, and the name of the initial Registered Agent of this corporation at said address shall be: Patrick Cioffi, Jr. The business address of this corporation shall be: 3907 North Federal Highway, Suite 111, Pompano Beach, Florida 33064.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) director: Patrick Cioffi, Jr., 3907 North Federal Highway, Suite 111, Pompano Beach, Florida 33064. The number of persons serving as directors shall never exceed ten.

Prepared by and Return To:
J. P. Magin
9370 Aceman Drive
Boca Raton, FL 33496
(561) 470-3497

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ARTICLE VI - SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President and Vice President of this corporation, and such assistants as the shareholders may, by resolution determine to be necessary and/or as provided by the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The officers may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud shall be affected or invalidated by the fact that any officer or officers of the corporation is a party or parties to or interested in such person or persons, firm or corporation, and each and every person who may become an officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VII - OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be: Patrick Cioffi, Jr., 3907 North Federal Highway, Suite 111, Pompano Beach, Florida 33064 (President, Vice-President, Secretary and Treasurer).

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: Patrick Cioffi, Jr., 3907 North Federal Highway, Suite 111, Pompano Beach, Florida 33064.

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ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X - COMMENCEMENT

This corporation shall commence its existence upon the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator, Patrick Cioffi, Jr., subscribed to these Articles of Incorporation this 14 day of October, 1997.

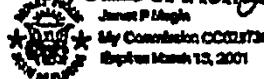

PATRICK CIOFFI, JR.

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, the undersigned officer duly authorized in the state and county aforesaid to take acknowledgements, personally appeared Patrick Cioffi, Jr., to me known and known to me to be the person described in and who executed the foregoing, and he acknowledged before me that he executed the same, ☒ who is personally known to me, () who has produced _____ as identification and who () did () did not take an oath, and who executed the foregoing.

SWORN TO and subscribed before me this 14th day of October, 1997.


Notary Public, State of Florida



Prepared by and Return To:
J. P. Magin
9370 Argean Drive
Boca Raton, FL 33496

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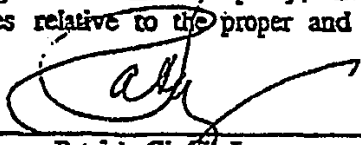
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Cioffi Enterprises, Inc., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, has named Patrick Cioffi, Jr., as its Registered 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, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Patrick Cioffi, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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