



THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 575736 130026A

AUTHORIZATION : Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : October 23, 1997

ORDER TIME : 2:18 PM

ORDER NO. : 575736-005

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CUSTOMER NO: 130026A

CUSTOMER: Frank A. Kessler, Esq
FRANK A. KESSLER, P.A.

3126 Middleford Dr.

Cookeville, TN 38506

DOMESTIC FILING

NAME: PB/BA INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
97 OCT 23 AM 8:35
TALLAHASSEE, FLORIDA
STATE

RECEIVED
97 OCT 23 PM 3:31
DIVISION OF CORPORATION

SN OCT 24 1997.

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ARTICLES OF INCORPORATION

OF

PB/BA INTERNATIONAL, INC.

FILED
97 OCT 23 AM 8:35
SECRET
TALLAHASSEE, FLORIDA

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I

The name of the corporation shall be PB/BA INTERNATIONAL, INC.

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

To do and transact any and all business as permitted under the laws of the State of Florida and the United State of America.

III

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

IV

The number of shares of stock that this corporation is authorized to issue and have outstanding at any time is:

- (a) 200 shares of Preferred Stock with no par value; and
- (b) 50,000 shares of Common Stock with no par value.

All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. All Preferred Shares shall be identical with each other in every respect and the holders of the Preferred Shares

THIS INSTRUMENT PREPARED BY:
Frank A. Kessler, Esquire
Florida Bar #342998
(931) 526-5266

shall be entitled to preference in the order of liquidity and to dividends as set by the Board of Directors.

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at 277 Royal Poinciana Way, Palm Beach, FL 33480.

VII

The Board of Directors of this corporation shall consist of not less than one (1) and no more than five (5).

VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

Frank R. Lehmann, 17 Paul Revere Lane, Centerport, NY 11721

Vincent Mallardi, 277 Royal Poinciana Way, Palm Beach, FL 33480

Dominic Mallardi, 1102 Mitchell Ave., #304, Tarpon Bay, Port
St. Lucie, FL 34952

IX

The registered agent and the registered office for this corporation are:

Vincent Mallardi, 277 Royal Poinciana Way, Palm Beach, FL 33480

X

The names and addresses of each subscriber to these Articles of Incorporation are as follows:

NAME

ADDRESS

Vincent Mallardi, 277 Royal Poinciana Way, Palm Beach, FL 33480

XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Vincent Mallardi
Dominic Mallardi
Frank W. Lehmann

President
Secretary
Vice President

XII

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

XIII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



VINCENT MALLARDI

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.



VINCENT MALLARDI

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91 OCT 23 AM 8:35
TALLAHASSEE, FLORIDA