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P97000107546

December 18, 1997

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002378668--6
-12/22/97--01033--013
***122.50 ***122.50

Re: PSJ HOLDINGS, INC.

EFFECTIVE DATE

12-18-97

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for PSJ HOLDINGS, INC., to be filed. Also enclosed is a check in the amount of \$122.50 which represents the following:

\$35.00	Filing Fee
\$35.00	Registered Agent Fee
\$52.50	Certified Copy Fee

Please mail notification that this document has been filed with the State to:

John Peter McCabe, Esq.
2247 Palm Beach Lakes Blvd.
Suite 238
West Palm Beach, FL 33409

If you have any questions, or require additional information, please call me at (561) 615-9399.

Very truly yours,


John Peter McCabe

Encls.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

PSJ HOLDINGS, INC.

EFFECTIVE DATE
12-18-97

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: PSJ HOLDINGS, INC. The principal place of business of this corporation shall be 3300 Palm Beach Gardens, Florida 33410.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2247 Palm Beach Lakes Blvd., Suite 238, West Palm Beach, FL 33409 and the name of the registered agent of the corporation at that address is John Peter McCabe, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no directors, initially. The affairs of the corporation will be managed by the shareholders until such time as directors are designated as provided by the by-laws.

ARTICLE VII. EFFECTIVE DATE OF INCORPORATION

These Articles of Incorporation shall be effective as of December 18, 1997.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

John Peter McCabe, Esq.
2247 Palm Beach Lakes Blvd.
Suite 238
West Palm Beach, FL 33409

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 18th day of December, 1997.

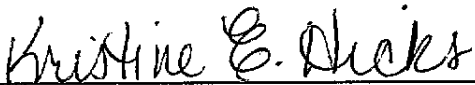


John Peter McCabe

STATE OF FLORIDA

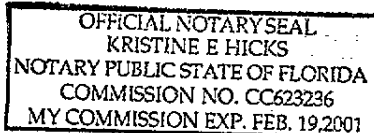
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18th day of December, 1997 by John Peter McCabe, who is personally known to me and who did not take an oath.

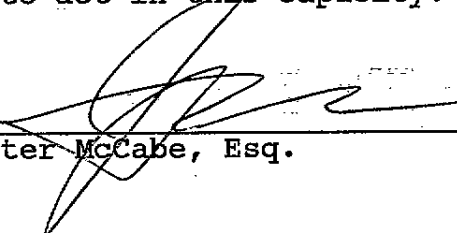


Notary Public

My Commission Expires:



John Peter McCabe, Esq., having been designated to act as Registered Agent, hereby agrees to act in this capacity.



John Peter McCabe, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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