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LAW OFFICE
EISEN & WILLITS
(A Partnership of Professional Associations)
299 CAMINO GARDENS BLVD.
SUITE 204
BOCA RATON, FL 33432

ROBERT A. EISEN
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FACSIMILE (561) 362-5210

WENDY E. VOGEL

December 19, 1997

300002388313--2
-01/02/98--01061--001
*****7.50 *****7.50

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: PRIDE FACTORY, INC.

300002388313--2
-01/02/98--01061--002
*****62.50 *****62.50

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation.

Please file this Articles as quickly as possible and return the stamped copy via return Federal Express (airbill enclosed) and by fax.

The Articles provide for 1000 shares - \$1.00 par value.

If you have any questions, please contact the undersigned. Thank you for your assistance in this matter.

Sincerely,

Ryan E. Willits
RYAN E. WILLITS

rew/jt

Enclosures

rew/jt/0350

Dmc
12/24/97

W97-28595

70.00 F.F

FILED
97 DEC 24 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PRIDE FACTORY, INC.**

FILED
97 DEC 24 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of this corporation is **PRIDE FACTORY, INC.**

ARTICLE II

This corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is: care of the Law Office of Eisen & Willits, 299 Camino Gardens Blvd., Suite 204, Boca Raton, FL 33432 and the name of the initial registered agent of this corporation at that address is Ryan E. Willits.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

A. David Cogossi

**400 North Federal Highway
Fort Lauderdale, FL 33301**

ARTICLE VII

The initial officers of the corporation shall be:

President: A. David Cogossi

Secretary A. David Cogossi

The name and address of the person signing these Articles of Incorporation is:

A. David Cogossi 400 north Federal highway
Fort Lauderdale, FL 33301

ARTICLE VIII

The power to adopt, alter, amend, or repeal By-laws shall be vested solely in the shareholders.

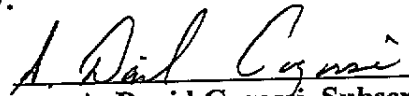
ARTICLE IX

The corporation shall indemnify the officers or directors, or any former officers or directors, to the full extent provided by law.

ARTICLE X


These Articles of Incorporation may be amended only by the shareholders.

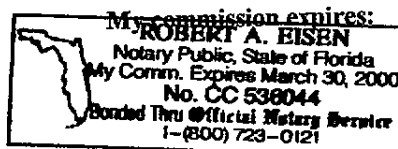
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 18 day of December, 1997.


A. David Cogossi, Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 18 day of December, 1997, by A. David Cogossi, who is personally known to me and who did take an oath.


Signature of Notary Public
Print Name: Robert A. Eisen



REGISTERED AGENT CERTIFICATE AND ACCEPTANCE

FILED

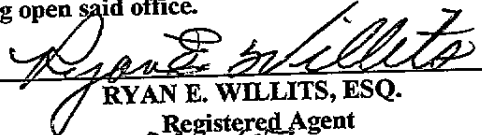
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607, Florida Statutes, as amended, the following is submitted:

1. Pride Factory is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 299 Camino Gardens Blvd., Suite 204, Boca Raton, FL 33432, and names Ryan E. Willits, Esq., as its agent to accept service of process within the State of Florida.

2. Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept acting in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, as amended, relative to keeping open said office.



RYAN E. WILLITS, ESQ.
Registered Agent

Dated: 12/18/97