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FEB 04 '98 11:49AM NASON YEAGER ET AL
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FLORIDA DIVISION OF CORPORATIONS

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073222003555

ACCT#:

CONTACT: ~~MICHELE M PARCELLS~~ *Georgina Popham*
PHONE: (561) 686-3307

FAX #:

(561) 686-5442

NAME: PSI WORLDWIDE, INC.

AUDIT NUMBER.....H98000002324

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

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PSI WORLDWIDE, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation 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:

PSI WORLDWIDE, INC.

ARTICLE II

ADDRESS

The mailing address of the corporation is:

1160-B South Rogers Circle
Boca Raton, Florida 33487-2709

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock at \$.01 par value.

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Mark A. Pachman, Esq. (FL Bar No. 0486299)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33418
Phone: (561) 686-3307

ARTICLE IV

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INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Mark A. Pachman

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name
Mark A. Pachman

Street Address
1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33041

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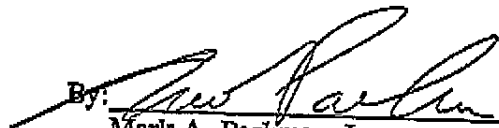
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IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 4th day of February, 1998.


Mark A. Pachman, Incorporator

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, PSI Worldwide, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Mark A. Pachman located thereat as its registered agent to accept service of process within this State.

By: 
Mark A. Pachman, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 
Mark A. Pachman, Registered Agent