



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 731493 4718535

AUTHORIZATION :

COST LIMIT :

Patricia Pignatelli
\$10.00

ORDER DATE : March 6, 1998

ORDER TIME : 11:13 AM

ORDER NO. : 731493-015

CUSTOMER NO: 4718535

CUSTOMER: Mr. Stuart A. Thompson
PORTER WRIGHT MORRIS & ARTHUR

Suite 400
4501 Tamiami Trail North
Naples, FL 34103

100002449381--8

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 PM 1:42

DOMESTIC FILING

NAME: P.S. PROMOTIONS 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: Cindy Harris

EXAMINER'S INITIALS:

RECEIVED
98 MAR 10 PM 12:10
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
P.S. PROMOTIONS INC.**

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is P.S. PROMOTIONS INC..

ARTICLE II

The existence of the corporation shall begin on the date of filing of these Articles of Incorporation.

ARTICLE III

The street address of the principal office of the Corporation is 25150 Ridge Oak Drive, Bonita Springs, Florida 34134.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1,000) with a par value of \$.01, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103. The initial registered agent for the Corporation at that address is Dixon F. Miller.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Wolf von Steinmetz	Stadionstr. 11 68519 Viernheim Federal Republic of Germany
Ingrid von Steinmetz	Stadionstr. 11 68519 Viernheim Federal Republic of Germany

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

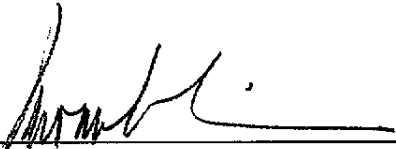
Name
Dixon F. Miller

Address
4501 Tamiami Trail North
Suite 400
Naples, Florida 34103

ARTICLE VIII

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

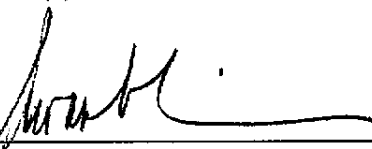
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of February, 1998.



Dixon F. Miller

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for P.S. PROMOTIONS INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Dixon F. Miller

Date: February 27th, 1998

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