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P 980000 33015
March 25, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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*****70.00 *****70.00

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RE: PPW SOLUTIONS, INC.

Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent of the subject corporation. Please file the original and return a copy to the undersigned.

Also enclosed is our check in the amount of \$70 to cover your filing fee.

Thank you for your assistance in this matter.

Sincerely,



Rose K. Rayner
Legal Assistant to
Patrick F. Healy, Esq.

FILED
98 APR -9 PM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/rr
Enclosures

A. CHESSEY APR 10 1998

**ARTICLES OF INCORPORATION
OF
PPW SOLUTIONS, INC.**

FILED
98 APR -9 PM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 - NAME

The name of this corporation is PPW SOLUTIONS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Two Million (2,000,000) shares common stock, all of which shall be designated "Common Shares." There shall be no other classes of stock. 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 upon all matters on which shareholders have the right to vote.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 700 South Babcock Street, Suite 400, Melbourne, Florida 32901; and the name of the initial registered agent of this corporation at that address is: Patrick F. Healy.

ARTICLE VIII - MAILING ADDRESS

The mailing address of this corporation is 444 North Harbor City Boulevard, Melbourne, Florida 32901.

ARTICLE IX - INCORPORATOR

The name and address of the incorporation of the corporation is:

THOMAS E. BIDDIX	444 North Harbor City Boulevard
	Melbourne, FL 32901

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

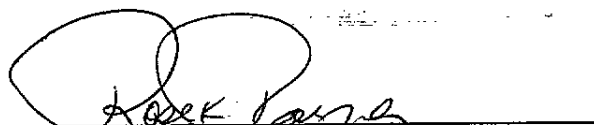
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 13th day of March, 1998.


THOMAS E. BIDDIX

STATE OF FLORIDA
COUNTY OF BREVARD

BE IT KNOWN that on the 13th day of March, 1998, before me, a Notary Public in and for the State of Florida duly commissioned and sworn, dwelling in Brevard County, personally came and appeared THOMAS E. BIDDIX who is personally known to me or who has produced a driver's license as identification and who did not take an oath.


Notary Public, State of Florida

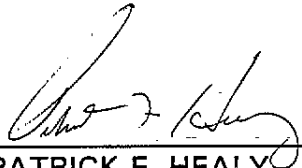


Rose K. Rayner
MY COMMISSION # CC629240 EXPIRES
March 11, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I am familiar with and understand the duties of and hereby accept appointment as the registered agent of **PPW SOLUTIONS, INC.**, pursuant to F.S. 607.0501(3), as the initial registered office of the Corporation at 700 South Babcock Street, Suite 400, Melbourne, Florida 32901.

DATED this 5th day of March, 1998.



PATRICK F. HEALY

FILED
98 APR -9 PM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA