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NANCY RUBIN

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April 15, 1998

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

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*****78.75 *****78.75

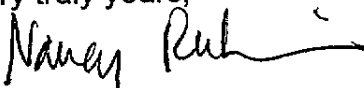
Dear Sir or Madam:

Enclosed please find the following for filing:

1. Original and one copy of Articles of Incorporation for PGN ENTERPRISES, INC.
2. Check in the amount of \$78.75 representing the filing fee of \$70.00 and \$8.75 for a certificate of status for the corporation.

Thank you for your assistance in this matter.

Very truly yours,


Nancy Rubin

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TALLAHASSEE, FLORIDA

944-17-98

**ARTICLES OF INCORPORATION
OF
PGN ENTERPRISES, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of this corporation is **PGN ENTERPRISES, INC..**

ARTICLE 2 - PURPOSE

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 166 Alhambra Circle, Coral Gables, FL 33134, and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Yleana Aguilar
166 Alhambra Circle
Coral Gables, FL 33134

ARTICLE 5 - OFFICERS

The initial President of the Corporation shall be Yleana Aguilar whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Seven Thousand Five Hundred (7,500) shares of common stock, each share having the par value of One Dollar (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

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6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may, but shall not be required to, elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer of other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such a transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law of these Articles of Incorporation.

ARTICLE 9 - INDEMNIFICATION

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

ARTICLE 10 - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 11 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the behalf of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED AGENT AND OFFICE

The initial registered office of this Corporation is Nancy Rubin, Attorney at Law located at 2345 SW 28 Street, Miami, Florida 33133. The name and address of the registered agent of this Corporation is Nancy Rubin, Attorney at Law located at 2345 SW 28 Street, Miami, Florida 33133.

ARTICLE 13 - BYLAWS

The Board of Directors shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

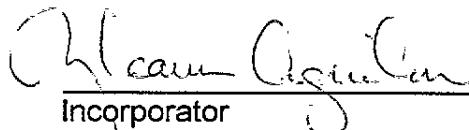
ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15th day of April, 1998.

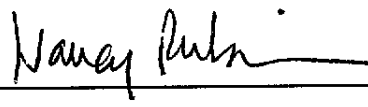


Incorporator

ACCEPTANCE BY REGISTERED AGENT

Nancy Rubin, Attorney at Law hereby accepts the appointment to serve as resident registered agent upon whom process may be served for **PGN ENTERPRISES, INC.**, the above named corporation.

This acceptance is dated the 15th day of April, 1998.


By _____

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