

MAY-29-1998 11:39

STEARNS WEAVER

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5/29/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: STEARNS WEAVER MILLER, ET AL.
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NAME: PT ACQUISITION CORP.

AUDIT NUMBER.....H98000010068

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
PT ACQUISITION CORP.**

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **PT ACQUISITION CORP.** (the "Corporation").

The address of the principal office and the mailing address of the Corporation is 968 James Street,
Syracuse, New York 13203.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful
business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue
is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent
(\$0.01) per share. The Board of Directors shall fix the consideration to be received for each share.
Such consideration shall consist of any tangible or intangible property or benefit to the Corporation,
including cash, promissory notes, services performed or written promises to perform services and
shall have a value, in the judgment of the directors, equivalent to or greater than the full par value
of the shares.

Teddy Klinghoffer, Esq.
Florida Bar No. 0314706
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
150 West Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-3200
Facsimile: 305-789-3395 H98000010068 8

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ARTICLE IV - INITIAL REGISTEREDOFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Teddy Klinghoffer | 2200 Museum Tower 150 West Flagler Street Miami, Florida 33130 |

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INCORPORATOR

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

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Teddy Klinghoffer | 2200 Museum Tower 150 West Flagler Street Miami, Florida 33130 |

ARTICLE VII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

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ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of May, 1998.



Teddy Klinghoffer, Incorporator

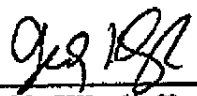
ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

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TALLAHASSEE FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Teddy Klinghoffer, Registered Agent

I\W-CO\35257001\ARTICLES

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TOTAL P.004