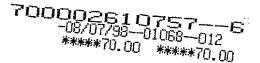


email parcorp@parcorpsvcs.com Phone 708-974-1284 or 800-603-2533 Fax 708-974-1298

P98000070135

August 6, 1998

Florida Department of State Division of Corporations Attn: New Filings 409 East Gaines Street Tallahassee, FL 32399



Re: Filing of Articles of Incorporation - PROFESSIONAL DISCOUNT PRODUCTS, INC.

Dear Sir/Madam:

Enclosed for filing is the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 to cover the filing fees. We have enclosed an extra copy for a stamped acknowledgment of receipt.

Please file these in your office as soon as possible and return the filed copies to me in the enclosed self-addressed stamped envelope.

If you have any questions, please call.

Sincerely,

David L. Surina

DLS/ds Enclosures 98 AUG -7 AM 9: 34





STATE OF FLORIDA ARTICLES OF INCORPORATION OF PROFESSIONAL DISCOUNT PRODUCTS, INC.

98 AUG -7 AM 9: 34

FIRST:

The corporate name that satisfies the requirements of Section 607.0401 is:

"Professional Discount Products, Inc."

SECOND: The street address of the initial principal office of the corporation shall be 20801 Biscayne Blvd., Miami, FL 33180, and the mailing address of the corporation shall be the same.

THIRD: The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

FOURTH: The number of shares the corporation is authorized to issue is 1,000 shares of common stock having No Par Value per share.

FIFTH: The street address of the initial registered office of the corporation is 20801 Biscayne Blvd., Miami, FL 33180, and the name of its initial registered agent at such address is: Salomon Btesh.

SIXTH: This corporation is to exist perpetually.

SEVENTH: The number of Directors constituting the initial Board of Directors of the Corporation is One (1), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and qualify are:

Salomon Btesh

20801 Biscayne Blvd., Miami, FL 33180

EIGHTH: The name and street address of the incorporator to these Articles of Incorporation:

David L. Surina: 11018 Southwest Highway, Palos Hills, IL 60465

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation

this 6th day of August, 1998.

David L. Surina, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

PROFESSIONAL DISCOUNT PRODUCTS, INC.

Acceptence by the Registered Agent as required in section 607.0501 (3) F.S.: **Salomon Btesh**, is familiar with and accepts the obligations provided for in Section 607.0505.

Dated:

8-6

, 1998

Salomen Blesh

SECRETARY OF STATE OF