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ACCOUNT NO. : 072100000032
REFERENCE : 994558 7165353
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : October 13, 1998
ORDER TIME : 12:51 PM
ORDER NO. : 994558-005
CUSTOMER NO: 7165353

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-10/14/98--01074--022
*****78.75 *****78.75

CUSTOMER: Mr. Gary F. Livigne
GERSTENFELD & LIVIGNE, INC.
GERSTENFELD & LIVIGNE, INC.
Suite 205
4360 North Lake Boulevard
West Palm Beach, FL 33410

DOMESTIC FILING

NAME: P & H MARKETING SOLUTIONS,
INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

g 10/13/98

RECEIVED
98 OCT 14 PM 1:56
DIVISION OF CORPORATION
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 14 AM 11:06

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 14 AM 11:06

ARTICLES of INCORPORATION
OF
P & H MARKETING SOLUTIONS, INC.

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

P & H MARKETING SOLUTIONS, INC.

The principal place of business of this corporation shall be 5600 Poinsettia Avenue, Suite 1504, West Palm Beach, Florida 33407; and the mailing address shall be the same.

ARTICLE II. NATURE of BUSINESS

This 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.10 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5600 Poinsettia Avenue, Palm Beach House, Suite 1504 West Palm Beach, Florida 33407; and the initial registered agent of the corporation is Antonio R. Pertinez.

ARTICLE V. TERM of EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial members of the Board of Directors are:

Antonio R. Pertinez, Director
5600 Poinsettia Avenue, Suite 1504
West Palm Beach, Florida 33407

ARTICLE VII. INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation is:

Antonio R. Pertinez, President
5600 Poinsettia Avenue, Suite 1504
West Palm Beach, Florida 33407

ARTICLE VIII. PRIVATE PROPERTY

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE IX. INDEMNITY

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 8th day of October, 1998.

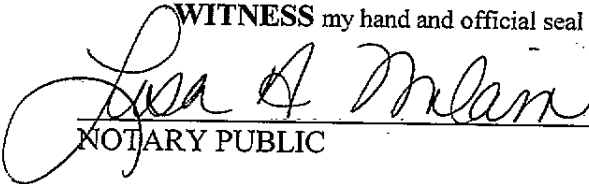

Antonio R. Pertinez, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 14 AM 11:06

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Antonio R. Pertinez Incorporator to me known to be the person described as subscriber in who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 8th day of October, 1998.




NOTARY PUBLIC



ACCEPTANCE of REGISTERED AGENT DESIGNATED
IN ARTICLES of INCORPORATION

I HEREBY ACCEPT the appointment as the initial registered agent of P & H MARKETING SOLUTIONS, INC. made in the foregoing Articles of Incorporation.



Antonio R. Pertinez, President

10/08/98

DATE