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October 14, 1998

FILED STATE
SECRETARY OF CORPORATIONS
98 OCT 15 PM 1:45

[215] 241-8895

P 98000088275

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
10-14-98

800002664688--7
-10/15/98--01066--016
*****78.75 *****78.75

Re: **Poinciana Trading, ~~Ltd.~~ Inc.**

Gentlemen/Ladies:

Enclosed herewith for filing please find the following:

1. Articles of Incorporation (original and a copy); and
2. Check in the amount of \$78.75.

Please send us proof of filing via Federal Express in the enclosed pre-paid, self-addressed envelope.

Jill GAVE
AUTHORIZATION BY PHONE TO
CORRECT name
DATE 10-15-98
F:\FILES\27336\001\PO\FLASECST.LTR

Very truly yours,

Jill Spalding
Jill Spalding
Legal Assistant

*called
Went's CC.*

F. CHESSE

OCT 15 1998

ARTICLES OF INCORPORATION

OF

POINCIANA TRADING, INC.

EFFECTIVE DATE
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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Poinciana Trading, INC.

SECOND: The address of the principal office of the corporation is 2461 Poinciana Court, Weston, Florida 33327.

THIRD: The mailing address of the principal office of the corporation is 2461 Poinciana Court, Weston, Florida 33327.

FOURTH: The number of shares that the corporation is authorized to issue is 1,000, all of which are with a par value of \$.01 and are of the same class and are to be common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 2461 Poinciana Court, Weston, Florida 33327.

The name of the initial registered agent of the corporation at the said registered office is John Serubo.

The written acceptance of the said initial registered agent, as required by Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator are:

Name	Address
Jill Spalding	Spector Gadon & Rosen, P.C. 1635 Market Street, 7th Floor Philadelphia, PA 19103

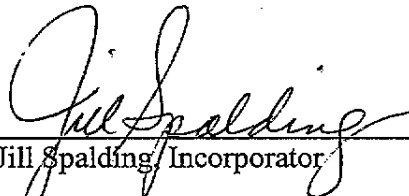
SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To make investments in securities and to trade those securities; to enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this corporation; and

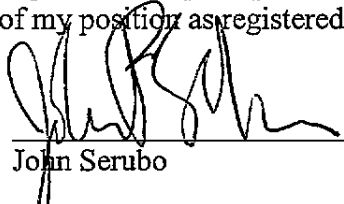
EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporate existence of the corporation shall begin on October 14, 1998.

Signed on October 14, 1998.


Jill Spalding, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


John Serubo

Date: October 14, 1998

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