

ZELLER & KEIHNER, L.L.P.
ATTORNEYS AT LAW
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FIRST UNION BANK BUILDING
PALM BEACH, FLORIDA 33480

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Admitted in Florida and Michigan

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P98000098026

August 4, 1998

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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-08/06/98--01048--004
****122.50 ****122.50

RE: Filing of Articles of Incorporation
PJP Holdings, Inc.

Gentlemen:

Enclosed please find one original and one photocopy of the Articles of Incorporation for the above corporation for filing with the State of Florida. Enclosed also please find our check in the amount of \$122.50, which represents the filing fee of \$70.00, and \$52.50 for the cost of a certified copy of the Articles of Incorporation.

"Thank you very much for your assistance in this matter.

Very truly yours,

M. Laari

Maria Laari
Paralegal

Encls.

1998 NOV 20 AM 9:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/23/98
[Signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1998

COPY

ZELLER & KEIHNER, L.L.P.
ATTN: MARIA LAARI
411 S COUNTY ROAD, STE 200
PALM BEACH, FL 33480

SUBJECT: PJP ENTERPRISES, INC.
Ref. Number: W98000018276

We have received your document for PJP ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 398A00041854

ARTICLES OF INCORPORATION
OF
PJP HOLDINGS, INC.

FILED
98 NOV 20 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be PJP HOLDINGS, INC.

ARTICLE II

Purpose

This Corporation is organized for the following purposes;

(a) For Consulting and related activities, and any other business activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the Corporation, and street address of the initial registered office of this Corporation is 411 South County Road, Suite 200, Palm Beach, FL 33480, and the name of the initial registered agent of this Corporation at that address is Paul F. Keihner.

ARTICLE VII

Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by Board of Directors pursuant to the By-laws but shall never be less than (1). The names and addresses of the initial director of this Corporation is as follows:

Paul F. Keihner
411 South County Road, #200
Palm Beach, FL 33480

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Indemnification

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

ARTICLE X

Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office of directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in anyway interested.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: Paul F. Keihner, 411 South County Road, Suite 200, Palm Beach, FL 33480.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of August, 1998.



Paul F. Keihner, Incorporator

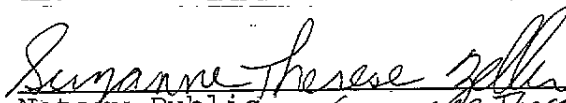
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Paul F. Keihner, personally known to me, or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 12th day of August, 1998.

(SEAL)


Notary Public - Suzanne Therese Zeller
My Commission No.: CC676209
My Commission Expires: 9/01/01

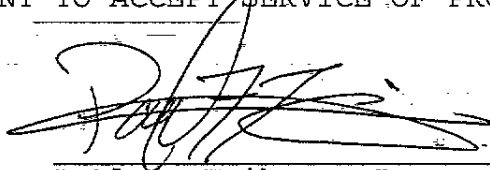


Suzanne Therese Zeller
My Commission CC676209
Expires September 01, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT PJP HOLDINGS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN PALM BEACH, STATE OF FLORIDA, HAS NAMED PAUL F. KEIHNER, LOCATED AT 411 SOUTH COUNTY ROAD, SUITE 200, PALM BEACH, FL 33480, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Paul F. Keihner, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.



Paul F. Keihner, Registered Agent
Dated: August 12th, 1998

FILED
28 NOV 20 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA