



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 086414 4383491

AUTHORIZATION : Patricia Puyot

COST LIMIT : \$ 78.75

ORDER DATE : January 4, 1999

ORDER TIME : 12:21 PM

ORDER NO. : 086414-005

CUSTOMER NO: 4383491

500002729365--8

CUSTOMER: Timothy H. Kenney, Esq
TIMOTHY H. KENNEY, ESQ
TIMOTHY H. KENNEY, ESQ
189 Bradley Place

Palm Beach, FL 33480

DOMESTIC FILING

NAME: P.M.K. CAPITAL ADVISORS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:37

ga 1/5/99

ARTICLES OF INCORPORATION

OF

P.M.K. CAPITAL ADVISORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:38

ARTICLE I. NAME

The name of this corporation shall be P.M.K. CAPITAL ADVISORS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares at \$.01 par value per share of common capital stock.

Articles Of Incorporation Of P.M.K. CAPITAL ADVISORS, INC.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions

Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On
File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be . The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

JOHN M. MURPHY

310 East Atlantic Avenue
Delray Beach, Florida 33483

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

**310 East Atlantic Avenue
Delray Beach, Florida 33483**

The name and address of the individual who shall serve as this corporation's initial registered

Articles Of Incorporation Of P.M.K. CAPITAL ADVISORS, INC.

agent is:

TIMOTHY H. KENNEY
189 Bradley Place
Palm Beach, FL 33480

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:38

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

JOHN M. MURPHY
310 East Atlantic Avenue
Delray Beach, Florida 33483

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


JOHN M. MURPHY - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of P.M.K. CAPITAL ADVISORS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for P.M.K. CAPITAL ADVISORS, INC.


TIMOTHY H. KENNEY - Registered Agent

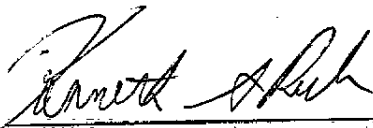
Articles Of Incorporation Of P.M.K. CAPITAL ADVISORS, INC.

State Of Florida

County Of Palm Beach

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 10:38

On December 30, 1998, **JOHN MURPHY**, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of P.M.K. CAPITAL ADVISORS, INC.



Notary Public Kenneth S Rubin
My Commission CC744948
Expires July 4, 2002

(Notary Public - Printed Or Typed Name)

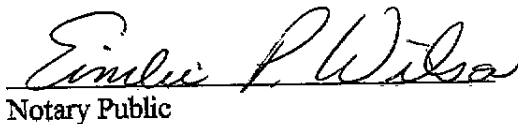
Commission Expiration Date & Commission Number:

Kenneth S Rubin
My Commission CC744948
Expires July 4, 2002 (SEAL)

State Of Florida

County Of Palm Beach

On December 31, 1998, **TIMOTHY H. KENNEY**, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of P.M.K. CAPITAL ADVISORS, INC.



Notary Public

Emille P. Wilson
(Notary Public - Printed Or Typed Name)

Emille P. Wilson
Commission # CC 781739
Expires OCT. 24, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Commission Expiration Date & Commission Number:

(SEAL)

f:\docs\murphy\PC\certs\articles.inc

Articles Of Incorporation Of P.M.K. CAPITAL ADVISORS, INC.