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## ARTICLES OF INCORPORATION

OF

## POMA ACQUISITION CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: Poma Acquisition Corp.

SECOND: The street address of the initial principal office and mailing address of the corporation is:

Poma Acquisition Corp. 9040 Belvedere Rd. West Palm Beach, Florida 33411

THIRD: The number of shares the corporation is authorized to issue is: one thousand (1,000) shares of common stock, \$.01 par value per share.

FOURTH: The street address of the initial registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

FIFTH: The names and address of the person who is to serve as initial director is:

Patrick F. Whelan c/o Poma Acquisition Corp. 9040 Belvedere Rd. West Palm Beach, Florida 33411

SIXTH: The name and address of the sole incorporator is:

Henry A. Zangara, Esq. Morrison Cohen Singer & Weinstein, LLP 750 Lexington Avenue New York, New York 10022

Dated: February 2, 1999

Incorporator

SECNETARY UN STATE

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

Dated: February 2, 1999

CT Corporation System

CONME BRYAN

SPECIAL ASSISTANT SECRETARY

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SECRETARY OF STATE