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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

PBI ACQUISITION CORP.

Certificate of Status	0
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Thursday, February 18, 1999

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 19, 1999

ATLAS PEARLMAN ET AL

SUBJECT: FBI ACQUISITION CORP.
REF: W99000004215

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Freida Chesser
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

PBI ACQUISITION CORP.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: PBI ACQUISITION CORP.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 3389 Sheridan Street, Suite 354, Hollywood, Florida 33021.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

BRIAN A. PEARLMAN, ESQ., FL BAR # 0157023
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, FL 33301
Phone No.: (954) 763-1200

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of capital stock, consisting of 1,000 shares of common stock, \$.001 par value per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Marc L. Baker
3389 Sheridan Street, Suite 354
Hollywood, FL 33021

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) to seven (7) Directors, as determined by the Board.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Marc L. Baker, 3389 Sheridan Street, Suite 354, Hollywood, Florida 33021.

ARTICLE IX
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE X
AFFILIATED TRANSACTIONS

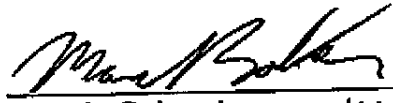
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 1st day of February 1999.



Marc L. Baker, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

PBI ACQUISITION CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 3389 Sheridan Street, Suite 354, Hollywood, Florida 33021, has named Marc L. Baker whose address is 3389 Sheridan Street, Suite 354, Hollywood, Florida 33021 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

BY: 
MARC L. BAKER

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