

LAW FIRM

211808

BLACKWELL SANDERS PEPPER MARTIN
LLP

720 OLIVE STREET SUITE 2400 ST. LOUIS, MO 63101
TEL: (314) 421-3850 FAX: (314) 621-4834
WEBSITE: www.bsplaw.com

(MRS.) LORRIE MAAG
PARALEGAL
(314) 421-3850, Ext. 147
lmaag@bsplaw.com

FILED
98 OCT 27 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 7, 1998

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

000002662330--6
-10/13/98-01028-005
*****43.75 *****43.75

RE: PGI Incorporated

Dear Sir or Madam:

Please find enclosed for filing duplicate originals of Restated Articles of Incorporation for the above-referenced Florida corporation.

I understanding from speaking with a representative of your office, in order to obtain an original file stamped document for our records, there is an \$8.75 charge, in addition to the \$35 filing fee. Our check in the amount of \$43.75 is enclosed in accordance therewith, along with a pre-addressed return envelope for your convenience.

Thank you in advance for your assistance. Please call me if you have any questions.

NOTE:
no chg. in Directors
as these were the "initial"
Directors. LM

Sincerely yours,

Lorrie Maag

(Mrs.) Lorrie Maag
Paralegal

VS OCT 28 1998

LM:jls
Encs.

Restated Art.

STLD01-672892V1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 15, 1998

LORRIE MAAG
720 OLIVE ST., STE. 2400
ST. LOUIS, MO 63101

SUBJECT: PGI INCORPORATED
Ref. Number: 211808

We have received your document for PGI INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 698A00051075

Rec'd 10/27
Div. of Corp.

BLACKWELL SANDERS PEPER MARTIN
LLP

720 OLIVE STREET SUITE 2400 ST. LOUIS, MO 63101
TEL: (314) 421-3850 FAX: (314) 621-4834
WEBSITE: www.bsplaw.com

(MRS.) LORRIE MAAG
PARALEGAL
(314) 421-3850, Ext. 147
lmaag@bsplaw.com

October 23, 1998

Ms. Velma Shepard
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: PGI Incorporated

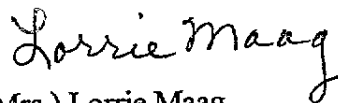
Dear Ms. Shepard:

Pursuant to our October 15, 1998, letter, a copy of which is included for your convenience, and our subsequent telephone conversation, please find enclosed for filing duplicate originals of Restated Articles of Incorporation and a Certificate of the Vice Chairman of the Board of Directors and the President of PGI Incorporated.

As we discussed, we did not remove the word "initial" or "first" from the Restated Articles regarding the directors, officers, and/or registered agent/ because the individuals in the Restated Articles are the individuals originally designated at the time of incorporation.

Thank you for your assistance. If you have any questions or need additional information, please call me. I have included a pre-addressed return envelope for your convenience.

Sincerely yours,



(Mrs.) Lorrie Maag
Paralegal

LM:jls
Encs.

STLD01-676949V1

**CERTIFICATE OF THE VICE CHAIRMAN
OF THE BOARD OF DIRECTORS
AND THE PRESIDENT OF
PGI INCORPORATED**

FILED
98 OCT 27 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

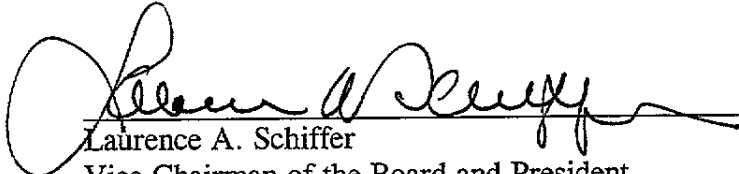
The undersigned, Laurence A. Schiffer, the Vice Chairman of the Board of Directors and the President of PGI Incorporated, a Florida corporation ("PGI"), makes this certificate pursuant to the requirements of Section 607.1007 of the Florida Business Corporation Act (the "Florida Act") in connection with the restatement of the Articles of Incorporation of PGI as amended to date (the "Articles of Incorporation as Amended") and the filing thereof with the Secretary of State of the State of Florida:

1. Attached hereto as Attachment A is a true, correct, accurate and complete copy of the Articles of Incorporation as Amended, restated as so amended (the "Restated Articles") (excluding the Certificate of Designation setting forth the rights, preferences, privileges, and designations creating and establishing the Class A Cumulative Preferred Stock of PGI Incorporated which remain in effect but are filed separately with the Secretary of State of the State of Florida).

2. The Restated Articles do not contain an amendment to the Articles of Incorporation as Amended requiring shareholder approval which has not previously been obtained and filed with the Secretary of State of the State of Florida.

3. The Board of Directors of PGI adopted the Restated Articles by those certain Resolutions of the Board of Directors by Unanimous Written Consent and dated as of September 4, 1998.

IN WITNESS WHEREOF, the undersigned have executed this Certificate as of the 4th day of September, 1998.


Laurence A. Schiffer
Vice Chairman of the Board and President

September 4, 1998

EXHIBIT A

**RESTATED ARTICLES OF INCORPORATION
OF
PGI INCORPORATED**

ARTICLE I

The name of this corporation shall be: PGI Incorporated.

ARTICLE II

The general nature of the business to be transacted shall be:

- (a) To acquire, by purchase or in any other manner, own, hold, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and in any other manner to deal in and with property, real, personal and mixed, tangible and intangible, of every kind, nature and description wherever located, and any interest or right therein of any kind, nature or description.
- (b) To engage in the business of a holding company and to acquire by purchase or in any other manner any mercantile, commercial or other business, trade or enterprise, and any interest therein, to enter into and engage in any such business, trade or enterprise, and to do all things appropriate thereto.
- (c) To engage in the general contracting, construction, and manufacturing business for the construction and manufacture of any and all types of buildings, structures and products of every kind, nature and description, and to buy, sell, manufacture, trade in and otherwise deal with any and all types of buildings, structures and products.
- (d) To do any and all of the above activities, directly or indirectly, alone or in combination with others, through participation in partnerships, joint ventures, trusts or any other form of business entity, as principal or as agent or broker for others.
- (e) To carry on any business, occupation, undertaking or enterprise and to exercise any power of authority which may be done by a private corporation organized and existing under and by virtue of Chapter 608, Florida Statute, 1967, and it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 608, Florida Statute, 1967.

ARTICLE III

The maximum number of shares of capital stock which this corporation is authorized to issue or to have outstanding at any time shall be Thirty Million (30,000,000) shares of which Twenty Five Million (25,000,000) shares shall be common stock of \$.10 par value, and Five Million (5,000,000) shares shall be preferred stock of \$1.00 par value.

Each holder of common stock shall have one vote for each share of stock held. At all elections of directors of the corporation each holder of stock possessing voting power shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, but shall not have the right to cumulate such votes.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, property, or services at a valuation to be fixed by the directors of the corporation, provided, however, that such valuation be at least equivalent to the full par value of the stock so to be issued.

No holder of shares of any class of stock of this corporation shall have any preemptive or preferential right to subscribe for, purchase, or otherwise acquire or receive any shares of any class of stock hereafter issued by this corporation, whether now or hereafter authorized, or any shares of any class of stock of this corporation now or hereafter acquired and held by this corporation as treasury stock and subsequently reissued and sold or otherwise disposed of, or any bonds, certificates of indebtedness, notes, or any other securities convertible into or exchangeable for, or any warrants or rights to purchase or otherwise acquire, any shares of any class of stock of this corporation, whether now or hereafter authorized.

The preferred stock may be issued from time to time in one or more series, upon resolution or resolutions providing for such series adopted by the Board of Directors, with such distinctive designations as shall be stated in such resolution or resolutions. The resolution or resolutions providing for the issue of shares of a particular series shall fix, subject to applicable laws and provisions of this Article III, the designation, rights, preferences and limitations of the shares of each such series. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (a) the number of the shares constituting such series, including the authority to increase or decrease such number, and the distinctive designation of such series;
- (b) the dividend rate of the shares of such series, whether the dividends shall be cumulative and, if so, the date from which they shall be cumulative, and the relative rights of priority, if any, of payment of dividends on shares of such series;
- (c) the right, if any, of the corporation to redeem shares of such series and the terms and conditions of such redemption including the redemption price;

- (d) the rights of shares in case of a voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of such series;
- (e) the voting rights, if any, for such series and the terms and conditions under which such voting rights may be exercised;
- (f) the obligation, if any, of the corporation to retire shares of such series pursuant to a retirement or sinking fund or fund of a similar nature and the terms and conditions of such obligation;
- (g) the terms and conditions, if any, upon which shares of such series shall be convertible into or exchangeable for shares of stock of any other class or classes or of any other series of preferred stock, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; and
- (h) any other rights, preferences or limitations of the shares of such series as may be permitted by law.

ARTICLE IV

The amount of capital with which this corporation will begin business will be not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This Corporation is to have perpetual existence.

ARTICLE VI

The principal office of the corporation shall be at 1796 West Marion Avenue, Punta Gorda, Florida.

ARTICLE VII

The Board of Directors of the corporation shall be comprised of eight (8) members, all of whom shall be elected annually. The number of directors may be increased or decreased from time to time in the manner provided in the By-Laws. Whenever any vacancy on the Board of Directors shall occur due to death, resignation, retirement, removal, increase in the number of directors or otherwise, a majority of directors in office, although less than a majority of the entire Board, may fill the vacancy or vacancies for the balance of the unexpired term or terms, at which time a successor or successors shall be duly elected by the shareholders and shall qualify.

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

NAME	ADDRESS
Wilber H. Cole	6021 Maynada Street Coral Gables, Florida
Mark Marks	1905 N. E. 124 th Street North Miami, Florida
Beatrice M. Marks	1905 N. E. 124 th Street North Miami, Florida

ARTICLE IX

The names and post office addresses of each subscriber to the Certificate of Incorporation and the number of shares that each agree to take are as follows, to-wit:

NAME	ADDRESS	SHARES
Wilber H. Cole	6021 Maynada Street Coral Gables, Florida	667 Common - No par \$167.00
Mark Marks	1905 N. E. 124 th Street North Miami, Florida	667 Common - No par \$167.00
Beatrice M. Marks	1905 N. E. 124 th Street North Miami, Florida	666 Common - No par \$167.00

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

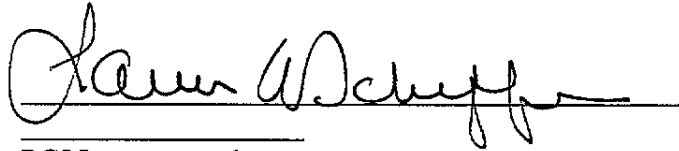
ARTICLE X

No shareholder shall have a pre-emptive right to purchase any new or additional shares of the corporation, whenever issued by the corporation, whether sold for cash or issued for other consideration, and whether of the same kind, class or series which the shareholder already holds.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, PGI Incorporated has caused these Restated Articles of Incorporation (excluding the Certificate of Designation setting forth the rights, preferences, privileges, and designations creating and establishing the Class A Cumulative Preferred Stock of PGI Incorporated which remain in effect but are filed separately with the Secretary of State of the State of Florida) to be executed by Laurence A. Schiffer, , its Vice Chairman of the Board and Chief Executive Officer as of this 4th day of September, 1998.

A handwritten signature in cursive script, appearing to read "Laurence A. Schiffer", is written over a horizontal line.

PGI Incorporated