



THE UNITED STATES
CORPORATION
COMPANY

A99000000373

ACCOUNT NO. : 072100000032

REFERENCE : 161603 91578A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 9, 1999

ORDER TIME : 10:15 AM

ORDER NO. : 161603-020

CUSTOMER NO: 91578A

CUSTOMER: Deanna L. Marose, Legal Asst
JAMES E. JACOBY, P.A.
JAMES E. JACOBY, P.A.
4300 Catalfumo Way

000002799330--2
-03/09/99-01054-013
***1837.50 ***1837.50

Plm Bch Gardens, FL 33410

DOMESTIC FILING

NAME: PGA GATEWAY, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
DIVISION OF CORPORATIONS
99 MAR -9 PM 1:58

RECEIVED
99 MAR -9 AM 10:40
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PGA GATEWAY, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -9 PM 1:58

1. The name of the partnership is PGA GATEWAY, LTD.
2. The address of the Partnership's office is c/o DIVER MANAGEMENT, INC., 4300 Catalfumo Way, Palm Beach Gardens, Florida 33410.
3. The name and address of the agent for service of process is DIVER MANAGEMENT, INC., 4300 Catalfumo Way, Palm Beach Gardens, Florida 33410.
4. The name and business address of the general partner is as follows:
DIVER MANAGEMENT, INC. PG 7000066279
4300 Catalfumo Way
Palm Beach Gardens, Florida 33410
5. A mailing address for the Limited Partnership is c/o DIVER MANAGEMENT, INC., 4300 Catalfumo Way, Palm Beach Gardens, Florida 33410.
6. The Limited Partnership shall be formed as of the date of filing hereof.
7. The latest date upon which the Limited Partnership is to dissolve is December 31, 2029.

This Certificate of Limited Partnership of PGA GATEWAY, LTD. has been executed on the 5th day of March, 1999. By such execution, the general partner whose signature is set forth below hereby affirms, under penalties of perjury, that the facts stated herein are true.

GENERAL PARTNER:

DIVER MANAGEMENT, INC.
a Florida corporation

By: 

Daniel S. Catalfumo
President

AFFIDAVIT

The undersigned, as general partner of PGA GATEWAY, LTD. pursuant to Florida Statute Section 620.108(1) hereby attest to the following:

1. The Contribution of the initial limited partner of PGA GATEWAY, LTD. is \$1,000.00.

2. The total amount anticipated to be contributed by the limited partners of PGA GATEWAY, LTD. is \$4,000,000.00.

By its execution, the general partner whose signature is set forth below, hereby affirms, under the penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:

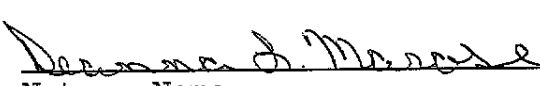
DIVER MANAGEMENT, INC.
a Florida corporation

By: 

DANIEL S. CATALFUMO
President

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me this 5th day of March, 1999, by Daniel S. Catalfumo, as President of Diver Management, Inc., a Florida corporation, freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation, and he is personally known to me, did not take an oath.


Notary Name: _____

Notary Public

Commission No. _____

My Commission Expires:

DEANNA L. MAROSE
Notary Public, State of Florida
My Commission Exp. SEPT. 9, 2000
No. CC 699309

FILED
CLERK OF STATE
OF FLORIDA
99 MAR -9 PM 1:58

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for PGA GATEWAY, LTD, a Florida Limited Partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, we, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

DIVER MANAGEMENT, INC.

By: 

Daniel S. Catalfumo, President

RECEIVED BY THE STATE
DIVISION OF CORPORATIONS
99 MAR -9, PM 1:58