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TRANSMITTAL LETTER

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02 JUN 10 PM 2:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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SUBJECT: PG & L ASSOCIATES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: LOYD P. GRIFFITHS
Name (Printed or typed)

4767 S. ATLANTIC AVE., SUITE 504
Address

PONCE INCUB, FL 32127
City, State & Zip

386-322-1176
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

PG&L Associates Inc.

The Undersigned incorporator to those Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is PG&L Associates, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in consulting, investments, venture capital endeavors and other entrepreneurial transactions.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each having a par value of \$1.00. The maximum shares shall be 5,000.

The amount of capital with which this corporation shall begin business is \$1,000. Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial address of the principle office of this corporation is to be at 4767 S. Atlantic Ave., suite 504, Ponce Inlet, Florida 32127. The board of directors may from time to time designate such other address and place for the principle office of this corporation as it may see fit.

ARTICLE VI - DIRECTORS

The business and affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have two (2) directors initially.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until successors are elected and have qualified are as follows:

Name	Address
Lloyd P. Griffiths	4767 S. Atlantic Avenue, Suite 504 Ponce Inlet, Florida 32127
Paul S. Griffiths	RR1, Box 1883 Friendsville, PA 18818

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

Lloyd P. Griffiths	4767 S. Atlantic Avenue, Suite 504 Ponce Inlet, Florida 32127
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ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4767 S. Atlantic Ave, Suite 504, Ponce Inlet, Florida 32127, and the name of the initial registered agent of this corporation is Lloyd P. Griffiths.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are received by the office of the Florida Secretary of State.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provide by law, the entire voting power for election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII- INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer of director to the extent permitted by law.

ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

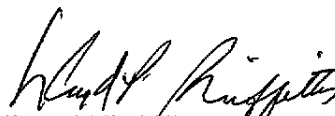
ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and Shareholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

ARTICLE XVI - SHAREHOLDER'S AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5th day of June, 2002.



Lloyd P. Griffiths
Incorporator

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STATE OF FLORIDA
COUNTY OF VOLUSIA

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Lloyd P. Griffiths, to me well known to be the person described in and/or that I relied up the following form of identification of the above named person: Florida Driver's License and who executed the foregoing instrument, and he/she acknowledged before me matters and things contained in the above and foregoing are true and correct, and that an oath was/was not taken.

Witness my hand and official seal in the County and State last aforesaid this 5th day of June, A.D., 2002.



Constance Baldwin

NOTARY SIGNATURE
PRINTED:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Lloyd P. Griffiths

Lloyd P. Griffiths
Registered Agent