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Nannette Gammon

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July 29, 2002

Reply to:  
P.O. Box 3267  
West Palm Beach, FL 33402

02 AUG 20 AM 9:48  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

600006876856--7  
-08/20/02--01032--023  
\*\*\*\*\*44.50 \*\*\*\*\*44.50

**Re: Filing of Articles of Incorporation  
Amendments to Articles of Incorporation**

600006876856--7  
-08/02/02--01015--025  
\*\*\*\*\*165.50 \*\*\*\*\*34.25

Ladies and Gentlemen:

Enclosed please find the Articles of Incorporation for **PGAN Operating Company** for filing with the Division.

Also enclosed are Articles of Amendment to **Hotel Services Company, Okee, Inc. and Glasstone Company**, each of which changes the names of these Florida corporations.

The filing fees enclosed, in the amount of \$165.50, represent the following:

1.	Articles of Incorporation PGAN Operating Company	\$35.00
2.	Amendment, Hotel Services Company Certified Copy	\$35.00 8.50
3.	Amendment, Okee, Inc. Certified Copy	\$35.00 8.50
4.	Amendment, Glasstone Company Certified Copy	\$35.00 8.50
Total		\$165.00

Thank you for your assistance in this regard. If you have any questions or require any further information, please contact the undersigned.

Sincerely,

*Nannette Gammon*  
Nannette Gammon

8-21-02  
W-22478  
6



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 5, 2002

NANNETTE GAMMON, ATTORNEY AT LAW  
PO BOX 3267  
W PALM BEACH, FL 33402

SUBJECT: PGAN OPERATING COMPANY  
Ref. Number: W02000022478

We have received your document for PGAN OPERATING COMPANY and your check(s) totaling \$34.25. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$44.50.

If you have any further questions concerning your document, please call (850) 245-6919.

Beth Register  
Corporate Specialist Supervisor  
New Filings Section

Letter Number: 202A00046695

**ARTICLES OF INCORPORATION  
OF  
PGAN OPERATING COMPANY**

FILED  
02 AUG 20 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of the Corporation is **PGAN Operating Company**, which will have offices at 1555 Palm Beach Lakes Blvd., Suite 1100, West Palm Beach, Florida 33401.

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1555 Palm Beach Lakes Boulevard, Suite 1100, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is E. Llwyd Ecclestone.

**ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws providing there shall always be at least one director. The name and address of the director(s) of this Corporation are:

E. Llwyd Ecclestone	1555 Palm Beach Lakes Blvd., #1100 West Palm Beach, Florida 33401
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Ron Cooper	1555 Palm Beach Lakes Blvd., #1100 West Palm Beach, Florida 33401
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### **ARTICLE VII**

#### **INCORPORATOR**

The name and address of the incorporator hereof are:

E. Llwyd Ecclestone	1555 Palm Beach Lakes Blvd., #1100 West Palm Beach, FL 33401
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### **ARTICLE VIII**

#### **POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and all other corporate powers available by law.

### **ARTICLE IX**

#### **MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone and may lawfully adopt corporate resolutions by unanimous written consent of the Directors, as provided by law.

### **ARTICLE X**

## INDEMNIFICATION

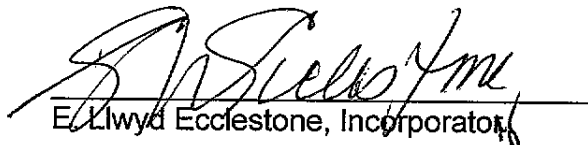
This Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the official capacity of the indemnified party and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

## ARTICLE XI

### AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is and shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29<sup>th</sup> day of July, 2002.

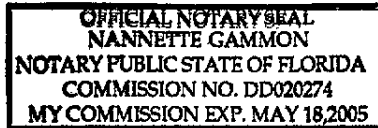
  
E. Llwyd Ecclestone, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared E. Llwyd Ecclestone, to me well known, and known to me to be the individual described in and who executed the foregoing instrument for the purposes therein stated.

FILED  
02 AUG 20 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WITNESS my hand and official seal this 29<sup>th</sup> day of July, 2002.



Nannette Gammon  
NOTARY PUBLIC  
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT PGAN OPERATING COMPANY, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF WEST PALM BEACH, STATE OF FLORIDA, HAS NAMED E. LLWYD ECCLESTONE, LOCATED AT 1555 PALM BEACH LAKES BLVD., SUITE 1100, WEST PALM BEACH, FLORIDA 33401, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: E. Llwyd Ecclestone

DATE: July 29, 2002

E. Llwyd Ecclestone, Incorporator

#### ACKNOWLEDGMENT OF RESIDENT AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: E. Llwyd Ecclestone

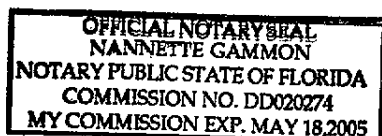
DATE: July 29, 2002

E. Llwyd Ecclestone

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared E. Llwyd Ecclestone, personally known to me or who produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 29<sup>th</sup> day of July, 2002.



Nannette Gammon  
NOTARY PUBLIC

Commission Expires: May 18, 2005