

Law Offices of
FREDERIC T. DEHON, JR., P.A.
PGA CONCOURSE BUILDING, SUITE 211
5606 PGA BOULEVARD
PALM BEACH GARDENS, FLORIDA 33418

FREDERIC T. DEHON, JR.
Attorney and Certified Public Accountant

Of Counsel to:
STEPHEN S. MATHISON, P.A.

TELEPHONE: (561) 624-2001
TELECOPIER: (561) 624-0036

December 19, 2002

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

Re: Incorporation of PGA FINANCIAL GROUP, INC.

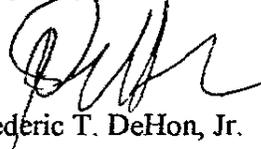
Gentlemen:

Attached please find the following documents for filing with your office for the above-referenced new corporation:

1. Original of the Articles of Incorporation with Acceptance of Designation of Registered Agent at the foot thereof.
2. A check payable to your order in the amount of \$70.00 for filing of these Articles and designation of registered agent.

If any additional information is required, please notify me immediately.

Very truly yours,



Frederic T. DeHon, Jr.

FTD/vr
Encls.

cc: Mr. Thomas E. Houck

ARTICLES OF INCORPORATION
OF
PGA FINANCIAL GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person of legal age, for the purpose of forming a corporation in accordance with the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby subscribes to, acknowledges and adopts the following Articles of Incorporation.

ARTICLE I
Name

The name of the proposed corporation shall be PGA FINANCIAL GROUP, INC.

ARTICLE II
Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles, or on filing of these Articles if that shall occur more than five days thereafter, and shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III
Nature of Business

This Corporation is formed for the following purposes and shall have the following powers:

1. To engage in any lawful business and to own, lease and/or operate offices for that purpose.
2. To own real and personal property, to enter into contracts and agreements necessary or appropriate in the pursuit of such lawful business.
3. To do everything necessary, proper or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under

the laws of the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE IV
Capital Stock

This corporation is authorized to issue 1,000 shares of ONE AND NO/100 DOLLARS (\$1.00) par value capital stock, which shall be designated as common stock.

All the shares of such common stock shall be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, at a just valuation to be fixed by the Board of Directors of the corporation, unless otherwise forbidden by the laws of the State of Florida. The corporation shall place shares issued for future services or benefits or a promissory note in escrow or otherwise restrict their transfer and shall credit distributions in respect of such shares against their purchase price, until the services are performed, the note is paid or the benefits received. If the services are not performed, the note is not paid or the benefits are not received, the shares escrowed or restricted and the distributions credited shall be canceled in whole or part, as appropriate based on the consideration actually received.

ARTICLE V
Initial Offices and Registered Agent

The street and mailing address of the initial principal office of this corporation is 5602 PGA Boulevard, Suite 205, Palm Beach Gardens, Florida 33418. The street address of the initial registered office of this corporation is 5606 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418. The name of the initial registered agent of this corporation at that address is Frederic T. DeHon, Jr., P.A.

and fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from, or otherwise amend the Bylaws of the corporation.

ARTICLE IX
Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X
Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI
Preemptive Rights

The corporation elects to have preemptive rights.

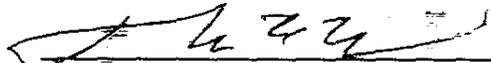
ARTICLE XII
Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with the law and in conformity with provisions set

PGA FINANCIAL GROUP, INC.
ARTICLES OF INCORPORATION
PAGE 5 OF 6

forth in the Bylaws.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a Florida Business Corporation to do business both within and without the State of Florida, under the laws of the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 19th day of December, 2002.



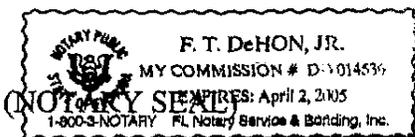
THOMAS E. HOUCK

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared THOMAS E. HOUCK, to me well known, or identified to me by _____, to be the individual described in and who has executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at Palm Beach Gardens, Florida, this 19th day of December, 2002.





Notary Public, State of Florida
Printed Name:
My commission expires:
My commission number:

FILED

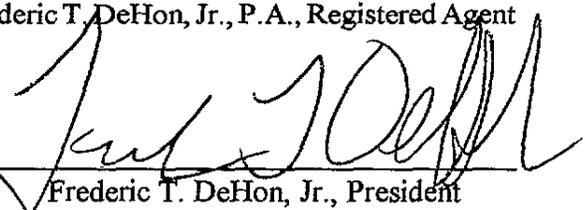
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, agree to comply with the provisions of §48.091, Fla. Stat., relative to keeping open said office, and am familiar with the provisions of §§607.0501, et seq., Fla. Stat., and accept the obligations thereof.

Frederic T. DeHon, Jr., P.A., Registered Agent

By: 

Frederic T. DeHon, Jr., President