

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-201-0111
904-201-0111

800-142-8086



ACCOUNT NO. : 0721000000032

REFERENCE : 650322 01236A

AUTHORIZATION :

COST LIMIT : 0 122.50

ORDER DATE : July 20, 1995

ORDER TIME : 11:01 AM

ORDER NO. : 650322

CUSTOMER NO: 01236A

CUSTOMER: M. Lanning Fox, Esq
WARNER FOX SEELEY & DUNGEY
ATTORNEYS, P.A.
1100 South Federal Highway
P. O. Drawer 6
Stuart, FL 34994

100001848581
-07/20/95--01013--031
****122.50 ****122.50

DOMESTIC FILING

XX

NAME: PJD/BALLANTRAE, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

PLEASE MAIL BACK

95 JUL 20 11:17
95 JUL 28 11:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FL 32304

T. BROWN JUL 28 1995

ARTICLES OF INCORPORATION
OF
PJD / BALLANTRAE, INC.

FILED
95 JUL 28 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be:

PJD / BALLANTRAE, INC.

The corporation's mailing address shall be:

2115 SE Ocean Boulevard
Stuart, Florida 34996

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1100 South Federal Highway, Stuart, Florida 34994.

The name of the initial registered agent of this corporation at that address is: M. LANNING FOX.

ARTICLE VI

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial Board of Directors of this corporation is:

PHILIP J. D'ANGELO
2115 SE Ocean Boulevard
Stuart, Florida 34996

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles are:

PHILIP J. D'ANGELO
2115 SE Ocean Boulevard
Stuart, Florida 34996

ARTICLE VIII

INDEMNIFICATION

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

ARTICLE IX

COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Florida Statutes, Section 607.0203, this corporation's existence shall commence upon the filing of these Articles of incorporation with the Department of State.

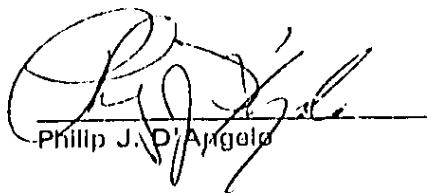
ARTICLE X

AMENDMENTS

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 at least a majority

of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of July, 1995.




Philip J. D'Angelo

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, PJD / BALLANTRAE, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 27th day of July, 1995.



M. Lanning Fox,
Registered Agent