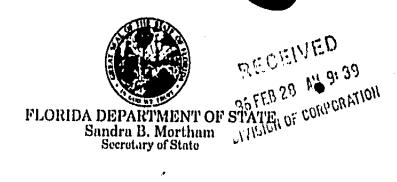
1116-D THOMASVILLE HO TALLAHASSEE, EL 32303 (904) 222-26 dequestor's Name Address City/State/Zip Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) 7 (Corporation Name) (Document 3) 5 Walk in Pick up time a Serviced Copy RECEIVED Mail out Certificate of Status Will wait EF CONFORATION NEW FILINGS AMENDMENTS 99 位际 Profit Amendment NonProfit Resignation of R.A., Officer/ Director Limited Liability Change of Registered Agent 789,502,671 196-4367 188 Domestication Dissolution/Withdrawal Other Merger 96 FEB 19 1.11 10: 49 REGISTRATION/2 OTHER FILINGS QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other Examiner's Initials



February 27, 1996

CORPORATE ACCESS, INC. 1116-D THOMASVILLE ROAD TALLAHASSEE, FL 32303

SUBJECT: P.G.C. DEVELOPMENT COMPANY

Ref. Number: W96000004367

We have received your document for P.G.C. DEVELOPMENT COMPANY and your check(s) totaling \$350.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown Document Specialist

Letter Number: 996A00008482

Coppe chapts
Thanks

ARTICLES OF INCORPORATION

QΕ

P.C.G. DEVELOPMENT COMPANY

FILED

96 FEB 28 AH 10: 09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida and states as follows:

ARTICLE I NAME

The name of the corporation is:

P.C.G. DEVELOPMENT COMPANY

ARTICLE II PRINCIPAL OFFICE

The principal office of the corporation is:

5841 Corporate Way, Suite #106 West Palm Beach, FL 33407

ARTICLE III DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

ARTICLE IV PURPOSE

This corporation is organized for the purposes of engaging in general and specialized financial transactions and investments; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms,

or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such proposes or objects of the Corporation; and to exercise those powers, rights, and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and for the purposes of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1,000,000 shares of a common class stock with \$.10 par value per share.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

5841 Corporate Way, Suite #106 West Palm Beach, FL 33407

The name of the initial registered agent of this corporation at that address is:

Joseph J. Ceravolo

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. However, the number of directors may be either increased or diminished from time to time in accordance with this Corporation's By-Laws, but there shall never be less than one director. The name and address of the initial directors are:

Joseph J. Ceravolo Giovanni R. Pallavicini Robert J. Griesemer

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The names and mailing addresses of the undersigned incorporato GEO gains, these TALLAHASSEE, FLORIDA Articles of Incorporation are:

> Giovanni R. Pallavicini 126 Palm Avenue, Suite #2 San Francisco, California 94118

Robert J. Griesemer 508 Overlook Drive North Palm Beach, FL 33408

Joseph J. Ceravolo 5841 Corporate Way, Suite #106 West Palm Beach, FL 33407

ARTICLEIX **AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of January, 1996.

Also hereby accepts the designation of Registered Agent,