LAW OFFICES

FIRHDACK, DOMINICK, BENNETT, STEPTER,

ARDAMAN & BONUM

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G. MEN FIBHBACK (1803-1083)

MARK P. AHLERB
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JOHN P. BENNETT
PHILIP P. BONUB
JULIAN K. DOMINICK
LIBA A. EBPOBITO
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ORLANDO, PLORIDA (32801-239)

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DIVISION OF CORPORATIONS SECRETARY OF STATE Post Office Box 6327 Tallahassee, Florida 32314

RE: P & G DEVELOPMENT & DESIGN, INC.

Articles of Incorporation Our File No. K182-13660

Dear Sir/Madam:

Enclosed please find the original <u>Articles of Incorporation</u> for the referenced. Also enclosed is our firm check in the amount of \$122.50: \$70 for the filing fee; and \$52.50 for the return of a certified copy of the filed <u>Articles</u>.

Should you have any questions regarding this request, please do not hesitate to call. Thank you very much for your consideration and cooperation regarding this request.

Very truly yours,

PHILIP F. BONUS

Enclosures

:swm

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ARTICLES OF INCORPORATION

OF

P & G DEVELOPMENT & DESIGN, INC.

The undersigned, acting as Incorporator pursuant to Chapter, 607 of the Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation is P & G DEVELOPMENT & DESIGN, INC.

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the State of Florida, Secretary of State.

ARTICLE III. PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of one class, with \$1.00 stated par value, which will all be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his or her shares unless and until he or she shall have offered to sell his or her

shares to the other shareholders at a fair and reasonable price.

- D. All additional shares of common stock issued by the Corporation will be subject to the same restrictions regarding transferability as the initial stock.
- c. The holders of common shares will be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

ARTICLE VI. INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The street address of the initial principal office of this Corporation is 5201 Springside Court, Orlando, FL 32819.

The initial mailing address of this Corporation is 5201 Springside Court, Orlando, FL 32819.

ARTICLE VII. INITIAL REGISTERED AGENT OF CORPORATION AND ADDRESS OF REGISTERED AGENT

The name of the initial registered agent of this Corporation is PHILLIP R. KNOLL, and the address of this initial Registered Agent is 5201 Springside Court, Orlando, FL 32819.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

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

PHILLIP R. KNOLL 5201 Springside Court Orlando, FL 32819

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

PHILLIP R. KNOLL 5201 Springside Court Orlando, FL 32819

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal Bylaws will be vested in the Board of Directors and the shareholders.

ARTICLE XI. MANAGEMENT BY SHAREHOLDERS

All corporate powers will be exercised by or under the authority of, and the business affairs of this Corporation will be managed under the direction of, the shareholders of this Corporation.

| and the different of, the shareholders of the |
|---|
| Corporation. |
| DATED: 4/1/96, 1996. |
| PHI Lell |
| PHILLIP R. KNOLL, Incorporator |
| STATE OF FLORIDA COUNTY OF ORANGE |
| The foregoing instrument was acknowledged before me this day of, 1996, by PHILLIP R. KNOLL, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to such Articles of Incorporation for the purposes therein described. |
| OFFICIAL SEAL RANDY GOODHOPE Introduction Commission Expires April 12, 1996 Comm. No. CC 190799 OFFICIAL SEAL Signature of Notary Public - State Florida) (Signature of Notary Public - State Florida) (Print, Type, or Stamp Commission of Name of Notary Public - State Florida) |
| Personally Known OR Produced Identification |
| Type of Identification Produced |

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of P & G DEVELOPMENT & DESIGN, INC. and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.

PHILLIP R. KNOLL
Registered Agent

STATE OF FLORIDA COUNTY OF DOUBLE



OFFICIAL SEAL
RANDY GOODHOPE
My Commission Expires
April 12, 1996
Comm. No. CC 190799

| Ramu Frodhope |
|--|
| (Signature of Notary Public - State Florida) |
| Thought Conditions |
| Randy Goodhoose |
| (Prinf, Type, or Stamp Commissioned Name of Notary Public) |

| Personally Known | OR | Produced | Identification | |
|------------------------|-------|----------|----------------|--|
| Type of Identification | Produ | uced | | |

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TALLAHASSEE, FLORING

(3/28/96;PFB; Lb:A[.301])