

P96000066773

PRESE, NASH & TORRY, P.A.
ATTORNEYS AT LAW

GARY B. PRESE †
CHARLES LAM NASH
VINCENT C. TORRY, JR.
ANDREW S. HANSEN †
RICHARD K. TORRY
J. PATRICK ANDERSON †
LAURA L. ANDERSON
STEPHEN B. HUNTER
PATRICK R. ROCHER

CHRIS BATES HONORARY
OF COUNSEL

980 N. HANSEN CITY BLVD.
SUITE 805
MILWAUKEE, FLORIDA 33001
(813) 486-8800
FAX (813) 481-8781

† BOARD CERTIFIED IN TAXATION
• BOARD CERTIFIED IN WILL, TRUST & ESTATE
♦ BOARD CERTIFIED IN CIVIL TRIAL LAW
◇ BOARD CERTIFIED IN REAL ESTATE LAW

May 31, 1996

500001857015
-06/10/96--01024--018
****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Professional Advisory Group, Inc.

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,


Gary B. Frese

W96-12577

EFFECTIVE DATE

5-31-96

GBF/kw
Enclosures as stated

502

Dmc
6/12/96

FILED
96 JUN 10 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



RECEIVED JUN 17 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1996

GARY B. FRESE, ESQ.
FRESE, NASH & TROPY, P.A.
930 S HARBOR CITY BLVD. SUITE 505
MELBOURNE, FL 32901

SUBJECT: PROFESSIONAL ADVISORY GROUP, INC.
Ref. Number: W96000012577

We have received your document for PROFESSIONAL ADVISORY GROUP, INC. and your check(s) totaling \$122.50. 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.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 696A00029386

ARTICLES OF INCORPORATION

OF

PROFESSIONAL ADVISORY GROUP INTERNATIONAL, INC.

FILED

96 JUN 10 PM 12:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is **PROFESSIONAL ADVISORY GROUP INTERNATIONAL, INC.**

EFFECTIVE DATE

ARTICLE II

5-31-96

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to provide financial planning and engage in any business lawful under the laws of the State of Florida or the United States.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 1934 Dairy Road, Melbourne, Florida, 32904. The initial address in Florida of the initial registered office of this Corporation is 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is Gary B. Frese.

ARTICLE VII

The initial Board of Directors shall consist of one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

George C. Huff

1934 Dairy Road
Melbourne, Florida 32904

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.


ARTICLE IX

The name and address of the initial incorporator is as follows: Gary B. Frese, 930 South Harbor City Boulevard, Suite 505, Melbourne, FL 32901.

ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 31st day of May, 1996.



Gary B. Frese

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Gary B. Frese
Registered Agent

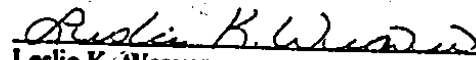
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, GARY B. FRESE, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation and did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 31st day of May, 1996.



My Commission Expires:
8-9-96



Leslie K. Weaver
Notary Public
State of Florida at Large