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MIAMI, FL 33131
800-311-1006
901-2-0171
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PG 0000069600



PRESTIGE DATA
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 060502-4303929

AUTHORIZATION : *Patricia P. J. J.*

COST LIMIT : \$ 122.50

ORDER DATE : August 21, 1996

ORDER TIME : 10:31 AM

ORDER NO. : 060502

000011223 7688

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: PWG INVESTMENTS CORP.

EFFECTIVE DATE:

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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 21 PM 3:36

RECEIVED
96 AUG 21 PM 12:07
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
PWG INVESTMENTS CORP.**

FILED
OFFICE OF THE CLERK OF THE
STATE OF FLORIDA
DIVISION OF CORPORATIONS
96 AUG 21 PM 3:36

ARTICLE I

The name of the corporation is PWG INVESTMENTS CORP., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Marco Possati, 3725 Leafy Way, Coconut Grove, Florida 33133.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 3725 Leafy Way, City of Coconut Grove, County of Dade, State of Florida 33133, and the name of its initial registered agent at such office is **Marco Possati**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the Initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Marco Possati
3725 Leafy Way
Coconut Grove, Florida 33133

ARTICLE VII

The name of the Incorporator is Marco Possati and the address of the Incorporator is 3725 Leafy Way, Coconut Grove, Florida 33133.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 15th day of August, 1996.



Marco Possati- Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PWG INVESTMENTS CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Marco Possati, Registered Agent

Dated: August 15, 1996

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AUG 21 PM 3:36