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Pervie P. Swann (1895 - 1984)

P. Raul Alvarez, Jr.
Stuart P. Buchanan
Ralph V. Hadley, III
Jeffrey R. Milhausen
Richard R. Swann

2 October 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

700001368357
-10/08/96--01158--011
*****70.00 *****70.00

Re: F.G. Ventures, Inc.

Dear Sir/Madam:

I enclose the following:

1. Executed original and 1-copy of Articles of Incorporation including Acceptance of Registered Agent Designated in Articles;
2. Our firm's check in the amount of \$70 in payment of:
 - (a) Profit corporation filing fee \$35
 - (b) Registered Agent designation 35

Please file the enclosed articles and return a stamped copy to this office.

Sincerely yours,

RALPH V. HADLEY, III

RVH, III/ja

Encs.

OCT 11 1996

BSB

FILED
96 OCT -7 AM 9:19
TALLAHASSEE, FLORIDA
DIVISION OF STATE

ARTICLES OF INCORPORATION
OF
P.G. VENTURES, INC.

FILED
96 OCT -7 AM 9:19
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

P.G. VENTURES, INC.

The address of the principal office of this corporation shall be 1031 West Morse Boulevard, Suite 270, Winter Park, Florida 32789, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1031 West Morse Boulevard, Suite 270, Winter Park, Florida 32789, and the name of the initial registered agent of the corporation at that address is Ralph V. Hadley, III.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Filippo Guani
Dir/Pres

1031 West Morse Boulevard
Suite 270
Winter Park, Florida 32789

ARTICLE VII. SPECIAL PROVISION

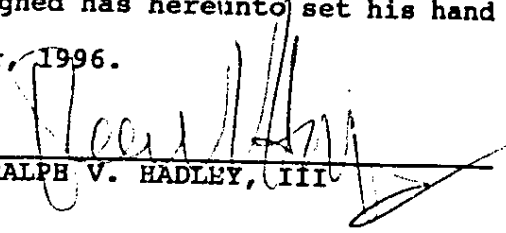
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Ralph V. Hadley, III
1031 West Morse Boulevard
Suite 270
Winter Park, Florida 32789

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 25th day of September, 1996.


RALPH V. HADLEY, III

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 25th day of September,
1996, by RALPH V. HADLEY, III, who is personally known to me.

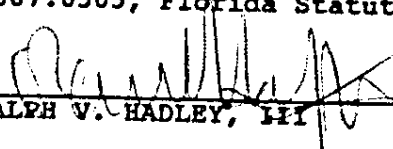
NOTARY PUBLIC

(Sign) _____
(Print) _____

STATE OF FLORIDA AT LARGE (SEAL)
MY COMMISSION EXPIRES: _____
COMMISSION NO. _____

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

RALPH V. HADLEY, III, having a business office identical with
the registered office of the corporation named above, and having
been designated as the Registered Agent in the above and foregoing
Articles, is familiar with and accepts the obligations of the
position of Registered Agent under §607.0305, Florida Statutes.


RALPH V. HADLEY, III

FILED
96 OCT -7 AM 9:19
TALAMASEE, FLORIDA