

P96000 104486

The Planning Group Associates, Inc.

32 Windsor Lane
Palm Beach Gardens, Florida 33418

December 20, 1996

Secretary of State
FLORIDA DEPARTMENT OF STATE
Division of Corporations
The Capitol
Tallahassee, Florida 32399-0250

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-12/26/96--01054--010
****122.50 ****122.50

Dear Mr. Secretary:

Attached please find the fully executed and notarized Articles of Incorporation for The Planning Group Associates, Inc. Corporation and the filing fee of \$122.50.

Thank you for your assistance in this matter.

Sincerely,

Henry H. Taylor, Jr.

Henry H. Taylor, Jr.
President

Dmc
12/31/96

FILED
96 DEC 26 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE PLANNING GROUP ASSOCIATES, INC.

FILED
96 DEC 26 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is THE PLANNING GROUP ASSOCIATES, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office and principal place of business of this corporation is 32 Windsor Lane, Palm Beach Gardens, Florida 33418, and the name of the initial registered agent of this corporation at that address is Henry H. Taylor, Jr.

ARTICLE V

Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Henry H. Taylor, Jr.	32 Windsor Lane Palm Beach Gardens, Florida 33418
Elizabeth P. Taylor	32 Windsor Lane Palm Beach Gardens, Florida 33418
Carol Lynn Taylor	4121 41st Way West Palm Beach, Florida 33407

ARTICLE VI

Incorporators

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

Henry H. Taylor, Jr.
32 Windsor Lane
Palm Beach Gardens, Florida 33418

ARTICLE VII

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled

under any By-Laws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of December, 1996

Henry H. Taylor, Jr.
Henry H. Taylor, Jr.

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Henry H. Taylor, Jr., who is personally known to me, who did not take an oath, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of December, 1996

Joan M. Basinger
Notary Public
Commission No: CC430412



JOAN M BASINGER
My Commission CC430412
Expires Dec. 28, 1998
Bonded by HAI
800-422-1555

Joan M. Basinger
Print Notary's Name

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

96 DEC 26 AM 11:51
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED

FIRST THAT THE PLANNING GROUP ASSOCIATES, INC., desiring to organize or qualify
under the laws of the state of Florida, with its principal place of business located in the city of PALM
BEACH GARDENS, state of FLORIDA, named HENRY H. TAYLOR, JR. located at 32
WINDSOR LANE, city of PALM BEACH GARDENS, state of FLORIDA, as its agent to accept
service of process within Florida.

SIGNATURE Elizabeth P. Taylor
(Corporate Officer)

TITLE Vice Pres./Secretary

DATE Dec. 19, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE Henry H. Taylor, Jr.
(Registered Agent)

DATE 12/19/96

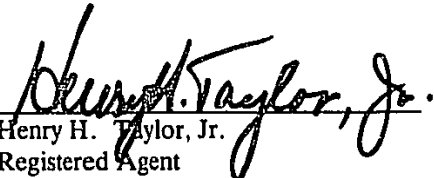
December 20, 1996

Secretary of State
FLORIDA DEPARTMENT OF STATE
Division of Corporations
The Capitol
Tallahassee, Florida 32399-0250

Re: The Planning Group Associates, Inc.

Dear Mr. Secretary:

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


Henry H. Taylor, Jr.
Registered Agent

WRITTEN ACTION OF SHAREHOLDERS OF
THE PLANNING GROUP ASSOCIATES, INC.

The undersigned, as the shareholders of THE PLANNING GROUP ASSOCIATES, INC., a Florida corporation (hereinafter referred to as the "Corporation"), do hereby subscribe and consent to the following acts and resolutions in lieu of holding a formal special meeting of the shareholders pursuant to the provisions of Section 607.394 of the Florida Statutes:

RESOLVED, that the following individuals are hereby elected to the Board of Directors of the Corporation to serve until their successors are duly elected, qualified and seated:

Henry H. Taylor, Jr.
Elizabeth P. Taylor
Carol Lynn Taylor

Dated: December 19, 1996

THE PLANNING GROUP ASSOCIATES, INC.,
a Florida corporation

By:

Henry H. Taylor, Jr.
Henry H. Taylor, Jr., President

By:

Elizabeth P. Taylor
Elizabeth P. Taylor, Vice President