

P97000024598



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 297389 1429D

AUTHORIZATION :

Patricia Pizots

COST LIMIT : \$ 122.50

ORDER DATE : March 18, 1997

ORDER TIME : 11:07 AM

ORDER NO. : 297389-005

CUSTOMER NO: 1429D

CUSTOMER: Ms. Darlajo C. Swab
CUMMINGS & LOCKWOOD

P. O. Box 413032
3001 Tamiami Trail, North
Naples, FL 34103

DOMESTIC FILING

NAME: PBS INDUSTRIES, INC.

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: Tonya C. Holliday

EXAMINER'S INITIALS: _____

K.R. MAR 19 1997

FILED
97 MAR 18 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 18 PM 4:47
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
PBS INDUSTRIES, INC.**

97 MAR 18 AM 10:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

PBS INDUSTRIES, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

12165 Metro Parkway, Suite 28B
Fort Myers, Florida 33912

THIRD: The aggregate number of shares that the Corporation is authorized to issue is as follows:

a. SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, and the par value of each such share shall be ONE CENT (\$.01). Par value shall have no effect on the Corporation's capital structure;

b. Of the Seven Thousand Five Hundred shares of common stock authorized Three Thousand Seven Hundred and Fifty (3,750) shares shall be voting common stock ("Voting Common Stock");

c. Of the Seven Thousand Five Hundred shares of common stock authorized Three Thousand Seven Hundred and Fifty (3,750) shares shall be non-voting common stock ("Non-Voting Common Stock"). The Non-Voting Common Stock shall have and enjoy the same rights, preferences and privileges as the Voting Common Stock, and shall, for all purposes, be and act as a single class of shares, except that the shares of the Non-Voting Common Stock shall not be entitled to vote on any matter, unless otherwise required by law. Each holder of the shares of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock held by such holder. Each holder of shares of Non-Voting Common Stock shall not be entitled to vote on any matter by virtue of the holder holding such shares of Non-Voting Common Stock, unless otherwise required by law.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

AARON A. FARMER

FIFTH: The name and address of the sole incorporator of the Corporation is:

AARON A. FARMER
Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103


SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

DAVID W. BROWN, Director
3000 Royal Marco Way #513
Marco Island, Florida 34145

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 17th day of March, 1997.


AARON A. FARMER

I, AARON A. FARMER, having been designated to act as registered agent, hereby agree to act in this capacity.


AARON A. FARMER
Initial Registered Agent

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97 MAR 18 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA