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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~JOHNNY C RODRIGUEZ~~

PHONE: (305)672-0686

Luis

FAX #: (305)672-9110

NAME: PBG GROUP, INC.

AUDIT NUMBER.....H97000019814

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
PBG Group, Inc.

EFFECTIVE DATE

12-1-97

### Article II. Address

The mailing address of the Corporation is:  
PBG Group, Inc.  
2770 Polo Island Drive  
Apt. B202  
West Palm Beach FL 33414

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### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Joseph J. Kulunas  
250 Australian Avenue, Suite 1100  
West Palm Beach FL 33401

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Neal Rauch

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Joseph J. Kulunas | FL Bar Member 308005  
August Comiter & Kulunas, P.A.  
250 Australian Avenue, Suite 1100  
West Palm Beach FL 33401  
561-835-9600

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Joseph J. Kulunas  
August Comiter & Kulunas, P.A.  
250 Australian Avenue, Suite 1100  
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 1, 1997.

The undersigned incorporator executed these Articles of Incorporation on December 1, 1997.



---

JOSEPH J. KULUNAS  
by L.A. Uriarte as attorney-in-fact

Joseph J. Kulunas | FL Bar Member 308005  
August Comiter & Kulunas, P.A.  
250 Australian Avenue, Suite 1100  
West Palm Beach FL 33401  
561-835-9600

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**  
PBG Group, Inc.

**REGISTERED AGENT/OFFICE:**  
Joseph J. Kulunas  
250 Australian Avenue, Suite 1100  
West Palm Beach FL 33401

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JOSEPH J. KULUNAS  
by L.A. Uriarte as attorney-in-fact

Date: December 1, 1997

Joseph J. Kulunas | FL Bar Member 308005  
August Comiter & Kulunas, P.A.  
250 Australian Avenue, Suite 1100  
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