

THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

November 28, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002365552--3
-12/08/97--01084--008
*****70.00 *****70.00

RE: PREMIER DEVELOPMENT GROUP, INC.
P3274617PCRO

FILED
97 DEC -8 AM 8:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

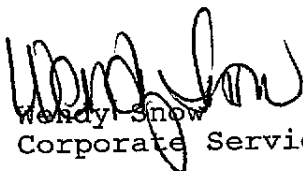
Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for PREMIER DEVELOPMENT GROUP, INC.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,


Wendy Snow
Corporate Service Incorporator

enc.

mm
12-10-97

**ARTICLES OF INCORPORATION
OF
PREMIER DEVELOPMENT GROUP, INC.**

FILED
97 DEC -8 AM 8:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

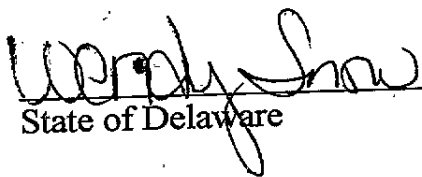
The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be **PREMIER DEVELOPMENT GROUP, INC.**
- SECOND:** The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD:** The principal address of the corporation is 1726 Bridgewater Dr., Heathrow, FL 32746.
- FOURTH:** The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH:** The total authorized stock of this corporation is divided into 1,500 share(s) at no par value.
- SIXTH:** The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- James T. Crowther 1726 Bridgewater Dr., Heathrow, FL 32746.
Michele K. Crowther 1726 Bridgewater Dr., Heathrow, FL 32746.
- SEVENTH:** The duration of the corporation is perpetual.
- EIGHT:** This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow c/o The Company Corporation
1313 N. Market Street
Wilmington, DE 19801

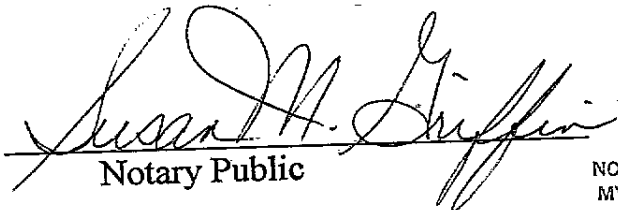
We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 28th day of November, 1997.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 28th day of November 1997, by Wendy Snow.



Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 N. Market Street,
Wilmington, DE 19801 (302) 575-0440.

FILED
97 DEC -8 AM 8:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

In compliance with Section 43.091, Florida Statutes, the following is
submitted:

First, this PREMIER DEVELOPMENT GROUP, INC.

desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Heathrow, State of
Florida, has named Larry Wolfe located at
200-A John Knox Road, Tallahassee, FL 32302

_____ as its agent for service of
process within Florida.

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 the provisions of all
statutes relative to the proper and complete performance of my duties.



December 2, 1997
Date