



ACCOUNT NO. : 072100000032

REFERENCE : 636922 7057A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 16, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 636922-005

CUSTOMER NO: 7057A

CUSTOMER: Ms. Joanne Capuano
LEVY KNEEN MARIANA CURTIN
WIENER KORNFELD & DEL RUSSO
Suite 1000
1400 Centrepark Boulevard
West Palm Beach, FL 33401

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-12/16/97--01046--002
****122.50 ****122.50

DOMESTIC FILING

NAME: CENTERFUND PGA CORP.

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: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 16 PM 12:22

RECEIVED
97 DEC 16 PM 12:45
DIVISION OF CORPORATIONS
12/16/97

ARTICLES OF INCORPORATION

OF

CENTREFUND PGA CORP.

FILED
CLERK OF STATE
CORPORATIONS
97 DEC 16 PM 12:22

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be CENTREFUND PGA CORP. The principal office and mailing address of the corporation is 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida, 33410.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 1400 Centrepark Boulevard, Suite 1400, West Palm Beach, Florida 33401, and the name of the initial registered agent at such address is DAVID J. WIENER.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

John W.S. Preston
c/o Centrecorp Management
Services, Inc.
2401 PGA Boulevard
Suite 280
Palm Beach Gardens, FL 33410

Robert S. Green
c/o Centrecorp Management
Services, Inc.
2401 PGA Boulevard
Suite 280
Palm Beach Gardens, FL 33410

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is:
DAVID J. WIENER, Esquire, Levy, Knéen, Mariani, Curtin, Wiener,
Kornfeld & del Russo, P.A., 1400 Centrepark Blvd., Suite 1000, West
Palm Beach, Florida, 33401.

IN WITNESS WHEREOF, we have made and subscribed these Articles
this 15th day of December, 1997.



DAVID J. WIENER

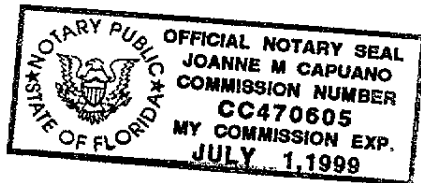
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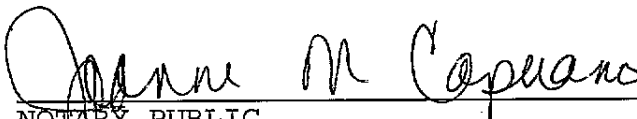
FILED
STATE OF FLORIDA
DEPT. OF CORPORATIONS

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

Before me personally appeared DAVID J. WIENER, to me well
known and known to me to be the person described in and who
executed the foregoing instrument, and acknowledged to and before
me that he executed said instrument for the purposes therein
expressed and did take an oath.

WITNESS my hand and official seal this 15th day of December,
1997.





NOTARY PUBLIC

My Commission Expires: 7-1-99

(NOTARIAL SEAL)

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET
FORTH IN THESE ARTICLES OF INCORPORATION.



DAVID J. WIENER