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FLORIDA DIVISION OF CORPORATIONS

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FAX #:

FROM: TODD W. KLISTON, ESQ.
075221000013

ACCT#:

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NAME: P.S.G. HOLDING COMPANY, INC.

AUDIT NUMBER.....H98000009575

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

CERT. OF STATUS..0

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TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
P.S.G. HOLDINGS, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation is P.S.G. HOLDINGS, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may transact any lawful business for which corporations may be incorporated under the Florida Business Corporations Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock. The consideration paid for each share shall be fixed by the Board of Directors from time to time.

Todd W. Kliston, Esq.
8211 W. Broward Blvd., Suite 375
Plantation, Florida 33324
Florida Bar # 163001
(954) 473-4900

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**ARTICLE IV
CERTIFICATES**

Shares of the corporation must be evidenced by the issuance of certificates. The form and content of the certificates shall be as prescribed by Florida Law.

**ARTICLE V
ADDRESS**

The initial street address of the principal office of this corporation is 3001 East Commercial Boulevard, Fort Lauderdale, Florida 33309.

**ARTICLE VI
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII
INDEMNIFICATION**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

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ARTICLE VIII

INITIAL DIRECTOR

The names and addresses of the initial Directors who shall hold office until their successors are elected and have qualified are:

Al Martin	3001 East Commercial Boulevard Fort Lauderdale, FL 33309
Scott Perry	3001 East Commercial Boulevard Fort Lauderdale, FL 33309

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

NAME	ADDRESS
Todd W. Kliston	8211 West Broward Boulevard, Suite 375 Plantation, FL 33324

ARTICLE X

REGISTERED OFFICE & REGISTERED AGENT

The street address of the corporation's initial registered agent is 8211 West Broward Boulevard, Suite 375, Plantation, Florida 33324 and the name of the initial registered agent at that office is Todd W. Kliston.

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ARTICLE XI

EFFECTIVE DATE

The initial date of incorporation shall be effective on the date this document is filed as evidenced by the department of State's date and time endorsement on the original document.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida Law.

Date: 5/20/98

Todd W. Kliston
Todd W. Kliston

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

IN COMPLIANCE WITH SECTION 607.0403, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - P.S.G. Holdings, Inc., DESIRING TO
(name of corporation)

ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS

PRINCIPAL PLACE OF BUSINESS AT CITY OF Fort Lauderdale, STATE OF
(city)

Florida, HAS NAMED Todd W. Kliston, LOCATED
(state) (name of registered agent)

AT 8211 W. Broward Blvd. #375, CITY OF Plantation
(street address - post office boxes are not acceptable) (city)

FLORIDA, AS ITS AGENT TO ACCEPT 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 STATE THAT I AM FAMILIAR WITH, AND ACCEPT THE OBLIGATIONS
OF THIS POSITION.

SIGNATURE:

Todd W. Kliston
(registered agent)

DATE:

5/20/98

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