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PETER T. MCGOUGH
1232 MARKET CIRCLE SUITE 4-D
PORT CHARLOTTE, FLORIDA 33953

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL 27 PM 1:33

July 23, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: BURNT STORE/PGI REALTY GROUP, INC.

Dear Sir/Madam:

Enclosed herewith you will find the Articles of Incorporation and Acceptance by Registered Agent for the above referenced corporation. Also enclosed is my check in the amount of One Hundred and Twenty Two and 50/100 Dollars (122.50) representing? The filing fee incurred herein.

Please file the Articles of Incorporation and Acceptance by Registered Agent and return a certified copy back to me at your earliest convenience.

Thank your in advance for your anticipated cooperation.

With kind regards, I remain

Sincerely and cordially yours,


PETER T. MCGOUGH

RP
07-28-98

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ARTICLES OF INCORPORATION
OF
BURNT STORE/PGI REALTY GROUP, INC.

The undersigned, for the purposes of forming a corporation under the "Florida Business Corporation Act," does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: **BURNT STORE/PGI REALTY GROUP, INC.**

ARTICLE II

The address of the principal office of the corporation and the corporation's mailing address are 1232 MARKET CIRCLE SUITE 4-D PORT CHARLOTTE, Florida 33953.

ARTICLE III

The street address of the corporation initial registered office in the State of Florida is 1232 MARKET CIRCLE SUITE 4-D PORT CHARLOTTE, Florida 33953, and the name of its initial registered agent at such address is **PETER T. MCGOUGH**.

ARTICLE IV

The aggregate number of shares which the corporation has authority to issue is TEN THOUSAND (10,000.00), all of which shares are of the same class and are designated "Common Shares" the par value of each share is One Dollar (\$ 1.00).

ARTICLE V

The name and address of the incorporator are:

PETER T. MCGOUGH
1232 MARKET CIRCLE SUITE 4-D
PORT CHARLOTTE, FLORIDA 33953

ARTICLE VI

The corporation shall have a Board of Directors. The number of directors to comprise the initial Board of Directors shall be one (1). Thereafter, the number of directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation.

ARTICLE VII

The duration of the corporation is perpetual.

ARTICLE VIII

1. INDEMNIFICATION. The corporation, except as provided in Section 2, shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding, including without limitation any action by or in the right of the corporation, by reason of the fact that he was or is an officer of the corporation or is or was an officer of the corporation who is or was serving at the request of the corporation as a director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise: against liability actually and reasonably incurred by him, unless, in connection with such action, suit or proceeding, a judgement or other final adjudication establishes that his conduct was material to the cause of action and was: (a) a violation of the criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (b) a transaction from which the director or officer derived an improper personal benefit; [©] in the case of a Director circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgement in its favor or in a proceeding by in the right of a share holder. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending any proceeding in advance of the final disposition of such proceeding. Such right will be condition upon receipt of an undertaking by or on behalf of the officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Section.

1. Such right shall survive any amendment or repeal of this section 1 with respect to expenses incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. The corporation may, by action of its shareholders, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of officers.

2. Action to Enforce Claims. If a claim under Section 1 of this Article is not paid in full by the corporation within 30 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part the claimant shall be entitled to be paid

also the expense of prosecuting such claim.

It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its board of directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the corporation (including its board of directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

3. Indemnification Provided in this Article Not Exclusive. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification and advancement of expenses may be entitled under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to any person who has ceased to be an office (or employee or agent, if applicable) of the corporation and shall inure to the benefit of the heirs, legal representatives, executors, administrators and assigns of such person.

4. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

5. Savings Clause. In the event that any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article. In any event, the corporation shall indemnify any person who is or was an officer of the corporation, or who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise, to the fullest extent permitted under Florida law, as from time to time in effect.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 1998.


PETER T. MCGOUGH
Incorporator

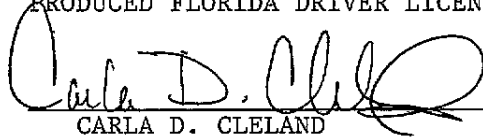
ACCEPTANCE OF REGISTERED AGENT

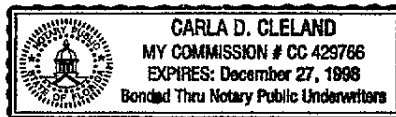
I, **PETER T. MCGOUGH**, being familiar with the obligations of the position, hereby accept my appointment as registered agent and the obligations thereof for the corporation named above at the office specified in these Articles of Incorporation.


PETER T. MCGOUGH

STATE OF FLORIDA
PORT CHARLOTTE COUNTY

ON THIS 24th DAY OF JULY, 1998 APPEARED PETER T. MCGOUGH WHO
PRODUCED FLORIDA DRIVER LICENSE #M220-678-55-344-0 AS IDENTIFICATION.


CARLA D. CLELAND
NOTARY PUBLIC
STATE OF FLORIDA



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DIVISION OF CORPORATIONS
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