

RICHARD E. NELSON
RICHARD L. SMITH*
E. STEVEN HERB
OMER CAUSEY
WILLIAM A. DOOLEY**
MICHAEL S. DREWS***
FREDERICK J. ELBRECHT****
GARY W. PEAL

PHILIP J. SYPULA
J. NEAL MOBLEY
STEPHEN M. WALKER

**NELSON
HESSE**
ATTORNEYS AT LAW

2070 Ringling Boulevard
Sarasota, Florida 34237

July 24, 1998

Telephone (941) 366-7550
Telefax (941) 955-3708

ROBERT L. HESSE
RETIRED

*Board Certified
City, County &
Local Government Law

**Certified Mediator

***Board Certified
Business Litigation Lawyer

****Board Certified
Civil Trial Lawyer

200002599292--4
-07/27/98--01063--015
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: P-G Innovations, Inc.

Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees.

Filing fee	\$ 35.00
Certified copy	52.50
Registered agent fee	35.00

Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

Omer Causey
OMER CAUSEY

OC/jel
Enclosures
cc: Mr. William J. Pappas

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 PM 2:11

RP
07-28-98

**ARTICLES OF INCORPORATION
OF
P-G INNOVATIONS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL 27 PM 2:11

The undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I
Name**

The name of this corporation is P-G INNOVATIONS, INC.

**ARTICLE II
Address of Initial Principal Office**

The street and mailing address of the initial principal office of the Corporation is 4520 Longspur Lane, Sarasota, Florida 34238.

**ARTICLE III
Term of Existence**

The existence of the corporation shall begin on the date these articles are accepted for filing by the Florida Secretary of State, and the corporation shall have perpetual existence thereafter.

**ARTICLE IV
Capital Stock**

The Corporation is authorized to issue ten thousand (10,000) shares of 0.01 dollar (\$0.01) per share common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

**ARTICLE V
Preemptive Rights**

Each shareholder of this corporation shall be entitled to full preemption rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which

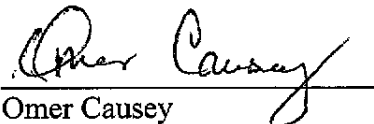
may be issued by the corporation at any time.

ARTICLE VI
Initial Registered Office and Agent

The street address of the Corporation's initial registered office is 2070 Ringling Boulevard, Sarasota, Florida 34237. The name of the initial registered agent for the corporation at that address is Omer Causey.

Acceptance of Registered Agent

I hereby agree, as Registered Agent, to accept service of process, to keep the office open during the prescribed hours, to post my name (and any other of the corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.


Omer Causey

Date: July 23, 1998

ARTICLE VII
Incorporator

The name and street address of the incorporator signing these articles of incorporation is:

Name

Address

Omer Causey

2070 Ringling Boulevard, Sarasota, Florida 34237

ARTICLE VIII
Directors

The corporation shall have two (2) directors initially. The number of directors may be increased or reduced from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by a majority of the shareholders, provided that the corporation shall always have at least one (1) director. The names and address of the initial board of directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

Name

Address

William J. Pappas
Robert E. Guengerich

4520 Longspur Lane, Sarasota, Florida 34238
8302 Cypress Hollow Drive, Sarasota, Florida 34238

ARTICLE IX
Removal of Directors

The shareholders of this corporation, by majority vote, shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE X
Nature of Business

The corporation is organized to engage in any and all lawful businesses.

ARTICLE XI
Powers

The corporation shall have power:

- a) to have perpetual succession by its corporate name;
- b) to sue and be sued, complain and defend in its corporate name in all actions or proceedings;
- c) to have a corporate seal, which may be altered at pleasure, and to use the corporate seal by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- d) to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or in any interest therein, wherever situated;
- e) to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

- f) to lend money to and use its credit to assist its officers and employees to the full extent provided by law;
- g) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell. Mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, limited liability companies or individuals, or direct or indirect obligations of the United States of America or of any state, county, municipality or other instrumentality thereof;
- h) to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- i) to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for payment of funds so loaned or invested;
- j) to conduct its business, carry on its operations, and have offices and exercise the powers granted by the articles and by law within or without the State of Florida;
- k) to elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
- l) to make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation;
- m) to make donations for the public welfare or for charitable, scientific or educational purposes;
- n) to transact any lawful business which the board of directors shall find to be in aid of governmental policy;

- o) to pay pensions and establish pension plans, profits sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of the directors, officers and employees, and for any of the officers, directors and employees of its subsidiaries;
- p) to be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, limited liability company, trust or other enterprise;
- q) to have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XII
Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

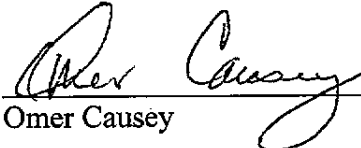
ARTICLE XIII
Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE XIV
Indemnification

The corporation shall indemnify any director or officer, or any former director or officer, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 23rd day of July, 1998.


Omer Causey

98 JUL 27 PM 2:11
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS