

Igler + Dougherty
 Requestor's Name
 1501 E. PARK AVE
 Address
 Tallahassee, FL 878-2411
 City/State/Zip Phone #

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 *****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. P B F Financial, Inc
 (Corporation Name) (Document #)

3. P99000010121
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

FILED
 99 FEB -2 AM 11:09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

RECEIVED
 99 FEB -2 AM 9:24
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Call when ready
 878-2411
 Cathy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials	
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99 FEB -2 AM 11:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

P B G Financial, Inc.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is **P B G Financial, Inc.** ("Corporation"). The principal place of business of the Corporation shall be 3340 Riveria Lakes Court, Bonita Springs, Florida 33923. The name of the registered agent is Iglar & Dougherty, P.A., 1501 Park Avenue East, Tallahassee, Florida 32301.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact any and all activities and businesses permitted under the laws of the United States and of the State of Florida or any other state, county, territory or nation. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which the Corporation is authorized to issue and have outstanding at any time is 100,000 shares of Common Stock, par value \$.01 per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each shares on all matters on which shareholders have the right to vote.

ARTICLE IV. TERM OF EXISTENCE

The existence of the Corporation shall be perpetual.

ARTICLE V. NUMBER OF DIRECTORS

The initial directors shall be named by the Incorporator at the Corporation's organizational meeting. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one.

ARTICLE VI. TELEPHONE CONFERENCE

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE VII. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is Edward W. Dougherty, Jr., Iglar & Dougherty, P.A, 1501 Park Avenue, Tallahassee, Florida 32301.

ARTICLE VIII. AMENDMENTS

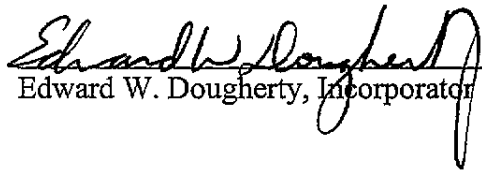
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders and approved either at the stockholders' meeting by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or by written consent of all stockholders.

ARTICLE IX. BYLAWS

The initial Bylaws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the Bylaws of the Corporation may be amended, modified or repealed as provided by the Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of February, 1999.

Signature of Incorporator:


Edward W. Dougherty, Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:

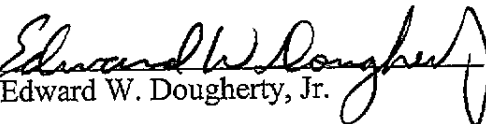
P B G Financial, Inc.

2. The name and address of the registered agent and office is:

Igler & Dougherty, P.A.
1501 Park Avenue East
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the accept the obligations of my position as registered agent.

IGLER & DOUGHERTY, P.A.

By: 
Edward W. Dougherty, Jr.

Date 2/1/99

LIST OF INITIAL DIRECTORS AND OFFICERS

P B G Financial, Inc.
3340 Riveria Lakes Court
Bonita Springs, Florida 33923

Directors:

George A. Bennington, IV, Director

Officers:

George A. Bennington, IV, President and Corporate Secretary

Resident Agent:

Igler & Dougherty, P.A.
1501 Park Avenue East
Tallahassee, FL 32301