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ACCOUNT NO. : 072100000032

REFERENCE : 149767 80958A

AUTHORIZATION : *Patricia Pizette*

COST LIMIT : \$ 70.00

ORDER DATE : February 26, 1999

ORDER TIME : 10:35 AM

ORDER NO. : 149767-005

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CUSTOMER NO: 80958A

CUSTOMER: Ms. Nannette Gammon
PGA NATIONAL
PGA NATIONAL
Suite 1100
1555 Palm Beach Lakes
W. Palm Beach, FL 33401

DOMESTIC FILING

NAME: I & I, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

Dmcy
2/26/99

FILED
99 FEB 26 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 FEB 26 AM 11:23
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

I & L, INC.

FILED

99 FEB 26 PM 3:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is I & L, Inc., which will have offices at 324 Datura Street, Suite 303, West Palm Beach, Florida, 33401

ARTICLE II - DURATION

This Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of stock, which shall be Common Stock without a stated par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1555 Palm Beach Lakes Boulevard, Suite 1100, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Nannette Gammon, Esq.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to these Articles, or in the manner provided in the by-laws of the Corporation, providing there shall always be at least one director. The name and address of the initial directors of this Corporation are:

Elizabeth E. Erdman and Peter Erdman
324 Datura Street, Suite 303
West Palm Beach, Florida 33401

ARTICLE VII - INCORPORATOR

The name and address of the incorporator hereof is:

Nannette Gammon, Esq.

1555 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, Florida 33401

ARTICLE VIII – POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and all other corporate powers available by law.

ARTICLE IX – MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors of this Corporation may participate in meetings of the Board of Directors by means of conference telephone and may lawfully adopt corporate resolutions by unanimous written consent of the Directors, as provided by law.

ARTICLE X – INDEMNIFICATION

This Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote or shareholders or disinterested directors or otherwise, both as to action in official capacity of indemnified party and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XI – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is and shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of February, 1999.


Nannette Gammon, Esq.

STATE OF FLORIDA

FILED

COUNTY OF PALM BEACH

99 FEB 26 PM 3:20

BEFORE ME, this 25TH day of February, 1999, the undersigned authority, personally appeared NANNETTE GAMMON, who is X personally known to me, or _____ who produced _____ as identification.



Janice Marie Whitis
NOTARY PUBLIC
Printed Name: JANICE MARIE WHITIS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT I & I, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH, STATE OF FLORIDA, HAS NAMED NANNETTE GAMMON, LOCATED AT 1555 PALM BEACH LAKES BOULEVARD, SUITE 1100, WEST PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

ACKNOWLEDGMENT OF RESIDENT AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

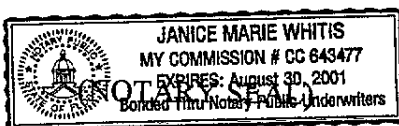
Nannette Gammon

Nannette Gammon

Dated: February 25, 1999

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, this 25TH day of February, 1999, the undersigned authority, personally appeared NANNETTE GAMMON, who is X personally known to me or _____ who produced _____ as identification.



Janice Marie Whitis
NOTARY PUBLIC
Printed Name: JANICE MARIE WHITIS