



THE UNITED STATES CORPORATION COMPANY

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 211355 7126142

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 70.00

ORDER DATE : April 20, 1999

ORDER TIME : 1:16 PM

ORDER NO. : 211355-005

CUSTOMER NO: 7126142

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CUSTOMER: Nannette Gammon, Esq
NANNETTE GAMMON, ESQ
NANNETTE GAMMON, ESQ
Suite 1100
1555 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: PGA NATIONAL REALTY REFERRAL ASSOCIATES, INC.

EFFECTIVE DATE:

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: Mimi Stephens

EXAMINER'S INITIALS:

PH 4/20/99

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SECRETARY OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PGA NATIONAL REALTY REFERRAL ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is PGA NATIONAL REALTY REFERRAL ASSOCIATES, INC. which will have offices at 1555 Palm Beach Lakes Blvd., Suite 1100, West Palm Beach, Florida 33401.

ARTICLE II - DURATION

This Corporation shall have 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 common stock.

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 E. Llwyd Ecclestone.

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

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 of shareholders or disinterested directors or otherwise, both as to action in the official capacity of the 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

L:\legal\corp\referral

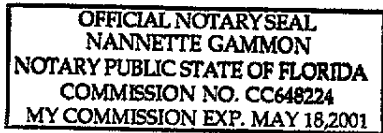
these Articles of Incorporation this 14 th day of April, 1999.

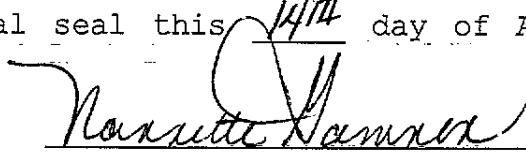

E. Llwyd Ecclestone

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared E. Llwyd Ecclestone, personally known to me or who produced _____ as identification and who executed the foregoing instrument for the purposes therein stated.

WITNESS my hand and official seal this 14/14 day of April 1999.




Notary Public - Nannette Gammon
Commission Expires: _____

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 PGA NATIONAL REALTY REFERRAL ASSOCIATES, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF WEST PALM BEACH, STATE OF FLORIDA, HAS NAMED E. LLWYD ECCLESTONE, LOCATED AT 1555 PALM BEACH LAKES BLVD., SUITE 1100, WEST PALM BEACH, FLORIDA 33401, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


E. Llwyd Ecclestone
President (Corporate Officer)

Dated: April 14, 1999

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

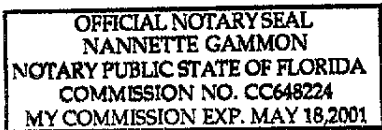
E. Llywd Ecclestone
E. Llywd Ecclestone
April 14, 1999

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared E. Llywd Ecclestone, personally known to me or _____ who produced _____, as identification, and who executed the foregoing instrument for the purposes therein stated.

WITNESS my hand and official seal this 14th day of April, 1999.



(SEAL)

Nannette Gammon
Notary Public
Commission Expires:

Nannette Gammon

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TALLAHASSEE, FLORIDA