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LAW OFFICES

ALLEY, MAASS, ROGERS & LINDSAY, P.A.

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PALM BEACH, FLORIDA 33480-0431

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FACSIMILE (561) 833-2261

FROM BROWARD (954) 421-1540

May 27, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 28 AM 8:24

RAYMOND C. ALLEY (1893-1975)
HAROLD G. MAASS (OF COUNSEL)
DOYLE ROGERS
ALAN LINDSAY
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WILLIAM W. ATTERBURY III
LOUIS L. HAMBY III
ROBB R. MAASS
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FORT LAUDERDALE, FLORIDA 33316
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
5-27-99

600002889736--5
-05/28/99--01078--010
*****70.00 *****70.00

Re: Pebworth Enterprises, Inc.

Dear Sirs:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced corporation, along with a check for \$70.00 to cover the filing fee. Please file the original and return a stamped copy to me at your earliest convenience.

Sincerely,

ALLEY, MAASS, ROGERS
& LINDSAY, P.A.

BY: *[Signature]*
LOUIS L. HAMBY III

LLH III/cr
Enc.
cc: David L. Steinhauer

D. BROWN JUN - 4 1999

ARTICLES OF INCORPORATION
OF
PEBworth ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 29 AM 8:24

EFFECTIVE DATE
5-31-99

Article I - Name

The name of this corporation is PEBWORTH ENTERPRISES, INC.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Principal Office; Mailing Address

The street address of the principal office and mailing address of the corporation is 4400 PGA Blvd., Suite 700, Palm Beach Gardens, FL 33410.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Louis L. Hamby III.

Article VII - Incorporator

The name and address of the person signing these Articles is:

Louis L. Hamby III
321 Royal Poinciana Plaza
Palm Beach, FL 33480

Article VIII - Indemnification

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of May, 1999.

Louis L. Hamby III
Louis L. Hamby III

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 27th day of May, 1999, by Louis L. Hamby III, Incorporator.

Cynthia L. Rush
Notary Public, State of Florida
Cynthia L. Rush
Printed Name of Notary Public
Commission #: _____

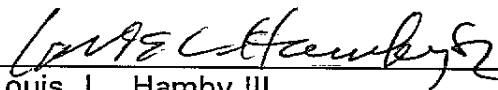


Personally Known or Produced Identification _____
Type of Identification Produced _____

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Acceptance of Designation

The undersigned, Louis L. Hamby III, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Louis L. Hamby III