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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-0280
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FC3 OF FLORIDA, INC.
FAX AUDIT NUMBER: H9500001677
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95 FEB -9 PM 4:57
TALLAHASSEE, FLORIDA

Handwritten signature/initials

60:30 95-02-09
02/09/95

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ARTICLES OF INCORPORATION

PCS OF FLORIDA, INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

PCS OF FLORIDA, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of this Corporation is One Thousand (1,000) shares of Common Stock, par value \$1.00 per share.

B. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is: 401-69th Street, #14-D, Miami Beach, Florida 33141-3178. The Board of Directors may from time to time move the principal office to another address in Florida.

PRESENTED BY DISNEY D. THOMPSON, ESQ. 169 E. FLAGLER ST., #1527, MIAMI, FL 331
FLORIDA BAR NO.: 847534 (305) 381-9096

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**ARTICLE VI
NUMBER OF DIRECTORS**

This Corporation shall have not less than one (1) Director.

**ARTICLE VII
FIRST BOARD OF DIRECTORS**

The name and street address of the initial members of the Board of Directors are:

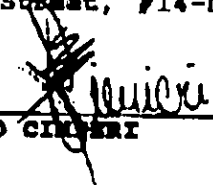
FLORIO CIMIERI
401-69th Street, #14-D
Miami Beach, Florida 33141-3178

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is: 169 E. Flagler Street, Suite 1527, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at the address is: DISNEY THOMPSON.

ARTICLE IX- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Florio Cimieri, 401-69th Street, #14-D, Miami Beach, Florida 33141-3178.



FLORIO CIMIERI

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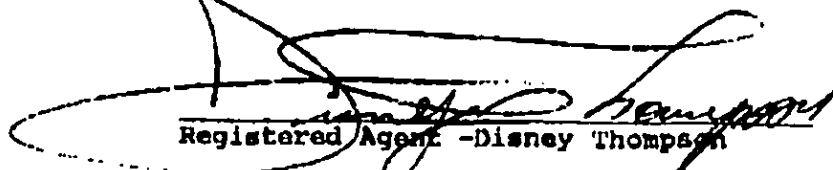
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM THE CASE MAY BE SERVED**

In compliance with Section 49.091 and Section 607.034 (3) Florida Statutes, the following is submitted:

FC3 OF FLORIDA, INC., a corporation being organized under the laws of the State of Florida, with its principal place of business: 401-69th Street, #14-D, Miami Beach, Florida 33141-3178, has named DISNEY THOMPSON, located at 169 E. Flagler St. Suite 1527 Miami, Fla 33131, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby state that I am familiar with, and accept the obligations provided for in Florida Statutes Section 607.325, that I hereby accept to act in this capacity and agree to comply with the provisions of said sections relative to keeping open said office.


Registered Agent - Disney Thompson

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