

Document Number Only
F96000002688

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

300001848608
-05/29/96--01125--024
*****10.00 *****10.00

PCS Mail Service, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Name
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> CUS	
<input type="checkbox"/> Limited Liability Partnership		
<input type="checkbox"/> Certified Copy		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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5/29/96

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. PCS Mail Service, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. Pending

(FEI number, if applicable)

4. March 1, 1996

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 2105 Eagle Parkway, Fort Worth, Texas 76111

(Current mailing address)

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8. Pharmaceutical mail-order and related services

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application. 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 relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

William C. Bradford, Jr., Vice President

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Arnold A. Pinkston

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ARNOLD PINKSTON, Secretary

(Typed or printed name and capacity of person signing application)

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LIST OF DIRECTORS AND OFFICERS

Name: Jean-Pierre Millon
Title: Director and President
Business address: 9501 East Shea Boulevard
Scottsdale, Arizona 85260
Residence address: 3908 East San Miguel
Paradise Valley, Arizona 85253
Social Security No: 360-60-0589
Date Took Office: 3/4/1996

Name: Thomas J. Garrity
Title: Director and Treasurer
Business address: 9501 East Shea Boulevard
Scottsdale, Arizona 85260
Residence address: 7101 East Berneil Drive
Paradise Valley, Arizona 85253
Social Security No: 199-36-4939
Date Took Office: 3/4/1996

Name: Arnold Pinkston
Title: Director and Secretary
Business address: 9501 East Shea Boulevard
Scottsdale, Arizona 85260
Residence address: 13436 North 87th Street
Scottsdale, Arizona 85260
Social Security No: 049-54-6034
Date Took Office: 3/4/1996

Name: J. Michael Mavrogordato
Title: Vice President
Business address: 9501 East Shea Boulevard
Scottsdale, Arizona 85260
Residence address: 8522 East Sweetwater Avenue
Scottsdale, Arizona 85260
Social Security No: 338-58-8450
Date Took Office: 3/4/1996

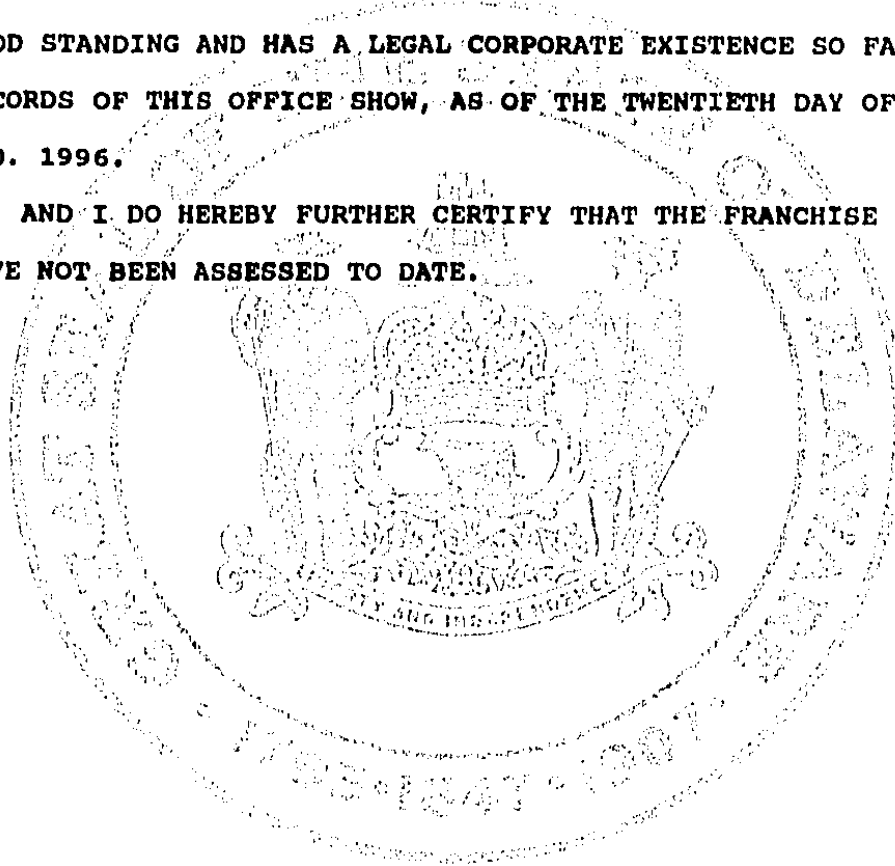
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PCS MAIL SERVICE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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05-20-96