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PALM BEACH OFFICE  
ISLAND NATIONAL BANK BLDG., SUITE 203  
180 ROYAL PALM WAY  
PALM BEACH, FLORIDA 33480  
TELEPHONE (561) 659-0200  
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PLEASE REPLY TO  
North Palm Beach

WARREN E. AVIS, JR.\*  
DEBORAH K. AVIS\*\*  
MARINA D. PETILLO\*\*\*  
THEODORE T. TARONE

RICHARD D. GROW\*  
OF COUNSEL

\*ALSO ADMITTED IN MICHIGAN  
\*\*ALSO ADMITTED IN SOUTH CAROLINA  
\*\*\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN DISTRICT OF COLUMBIA

May 27, 1997

Via Airborne Express

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

1 00002 193471 --5  
-05/28/97-01069-001  
\*\*\*\$346.25 \*\*\*\$346.25

Re: Florida Limited Liability Company  
P.C. ACQUISITION, L.C.

Dear Sir/Madam:

Please find enclosed our Articles of Organization, Affidavit of Membership and Contributions, and Certificate of Designation of Registered Agent & Registered Office for P.C. ACQUISITION, L.C.

Also enclosed is our check in the amount of \$346.25 representing the following items:

Filing fee for Articles of Organization and Affidavit:	\$250.00
Designation of Registered Agent:	\$ 35.00
Certified Copy:	\$ 52.50
Certificate of Status:	\$ 8.75
Total:	\$346.25

Kindly file the above documents and return the certified copy to me in the enclosed envelope. Your assistance in this matter is appreciated.

Very truly yours,

AVIS & AVIS, P.A.

*WEA/JR*

Warren E. Avis, Jr.

WEA, JR./aa

Enclosure

*Dmc*  
*5/30/97*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAY 28 AM 9:00

FILED

**ARTICLES OF ORGANIZATION**

**FOR**

**P.C. ACQUISITION, L.C.**

**FILED**

97 MAY 28 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of the Limited Liability Company is:

**P.C. Acquisition, L.C.**

**ARTICLE II**

**ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

**3301 Electronics Way  
West Palm Beach, Florida 33407**

**ARTICLE III**

**DURATION**

The period of duration for the Limited Liability Company shall be:

**Perpetual**

**ARTICLE IV**

**MANAGEMENT**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

1. Laurence A. Tosi, Jr.  
3301 Electronics Way  
West Palm Beach, Florida 33407
2. George Bognar  
3301 Electronics Way  
West Palm Beach, Florida 33407

P.C. ACQUISITION, L.C.  
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT & REGISTERED OFFICE

FILED  
97 MAY 28 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE & REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:


P.C. ACQUISITION, L.C.

2. The name and address of the registered agent and office is:

Theodore T. Tarone, Jr.  
c/o Avis & Avis, P.A.  
1201 U.S. Highway One, Suite 435  
North Palm Beach, Florida 33408

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of position as registered agent.

Date: May 23, 1997

By:   
Theodore T. Tarone, Jr.

P.C. ACQUISITION, L.C.

FILED

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

97 MAY 28 AM 8:59

The undersigned member or authorized representative of a STATE  
member of P.C. ACQUISITION, L.C. deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the members is:

\$ -0-

3. If any, the agreed value of property other than cash contributed by members is:

\$ -0-

4. The amount of cash or property anticipated to be contributed by members is:

\$ 250,000.00

5. The total amounts of 2, 3, and 4 above is:

\$ 250,000.00

By: Laurence A. Tosi, Jr.  
Laurence A. Tosi, Jr., Member

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Sworn to and Subscribed before me this 27 day of May, 1997  
by Laurence A. Tosi, Jr. who is personally known or who produced  
- PERSONALLY KNOWN TO ME - as identification.

WITNESS my hand and official seal, this 27 day of  
May, 1997.

Notary Public  
State of Florida

My commission expires: