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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

## FLORIDA PROFIT CORPORATION OR P.A.

## PC GROUP ACQUISITION II, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight DEC 27 2001

ARTICLES OF INCORPORATION OF  
PC GROUP ACQUISITION II, INC.

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, that provide for the formation, rights, privileges, and immunities of corporations for profits.

ARTICLE I

The name of this corporation shall be:

PC GROUP ACQUISITION II, INC.

Its business shall be carried on at Dade County, Florida, and at such other points the Board of Directors may from time to time authorize both within and without the State of Florida or in foreign countries, as may be necessary or convenient. Its principal office shall be at: 145 East 49<sup>th</sup> St., Hialeah, Florida 33013.

ARTICLE II

The general nature of the business or businesses to be transacted is as follows:

SECTION I: To engage in the business of insurance, including but not limited to the Managing General Agency or retail insurance agency operations and financing of insurance premiums.

SECTION II: To engage in any business and to execute any or all the powers authorized and permitted by virtue of the Corporate Law of the State of Florida. This corporation shall have all the general powers, but no recitation, expression, or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 1,000 shares at \$1.00 par value.

ARTICLE IV

ARTICLES OF INCORPORATION  
PC GROUP ACQUISITION II, INC.  
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The minimum capital requirements of this corporation shall be what is required by Florida law.

#### ARTICLE V

This corporation shall exist perpetually.

#### ARTICLE VI

The principal place of business of this corporation shall be located in Dade County, Florida, and it may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary or convenient.

#### ARTICLE VII

A Board of Directors with not less than one (1) Director shall conduct the business of this corporation. The exact number of Directors shall be fixed by the By-Laws of this corporation.

#### ARTICLE VIII

The names and post office addresses of the First Board of Directors of this corporation who shall hold office until the organization meeting of this corporation and until their successors are elected and have qualified are:

NAME	ADDRESS
ILEANA PEREZ	145 EAST 49 <sup>TH</sup> ST. HIALEAH, FLORIDA 33013

The offices to be held by the above-named Directors are as follows:

NAME	OFFICE
ILEANA PEREZ	President, CEO, Treasurer, Secretary

#### ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE</u>
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ARTICLES OF INCORPORATION  
PC GROUP ACQUISITION II, INC.  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PC GROUP ACQUISITION II, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Hialeah, County of Dade, State of Florida, has named Monika Hernandez, Esquire, located at City of Hialeah, County of Dade, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Monika Hernandez, Esquire  
Registered Agent

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