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Florida Department of State  
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To:  
Division of Corporations  
Fax Number : (850)203-0381

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JUN -4 PM 3:53

**FLORIDA PROFIT CORPORATION OR P.A.**

**PC GROUP ACQUISITION III, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION OF  
PC GROUP ACQUISITION III, 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, providing for the formation, rights, privileges, and immunities of corporations for profits.

ARTICLE I

The name of this corporation shall be:

PC GROUP ACQUISITION III, 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 and related ventures, including but not limited to serving as a holding company for insurance concerns.

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 500 shares at \$1.00 par value.

ARTICLE IV

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
CARLOS LIDSKY	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
CARLOS LIDSKY	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>
CARLOS LIDSKY	same as above	500	\$1 par

ARTICLE X

The street address of the initial registered office and initial resident office of this corporation is 145 E. 49th St., Hialeah, FL 33013 and the name of the initial registered agent and resident agent of this corporation at that address is CARLOS LIDSKY, ESQUIRE.

ARTICLE XI

The provisions of this Charter, and each and every article and section hereof, and the By-Laws of this corporation shall be considered a part of every contract and transaction to which this corporation shall be party. Every person, association, and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREOF, we have hereunto set out hand and seal this June 4, 2002.

  
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CARLOS LIDSKY, CEO

-- INTENTIONALLY LEFT BLANK --

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF DADE )

BEFORE ME, the undersigned authority personally appeared CARLOS LIDSKY, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Hialeah, in the State of Florida and County of Dade, this 4 June 2002.

NOTARY PUBLIC, State of Florida at Large

**My Commission Expires:**

**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 III, 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 Carlos Lidsky, 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:   
\_\_\_\_\_  
Carlos Lidsky, Esquire  
Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
PC GROUP ACQUISITION III, INC.  
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