

TRANSMITTAL LETTER

*Handwritten:* 6700080137

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

700006588757-5  
-07/23/02--01039--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: PC PARTNERS, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: MICHAEL T. PLUDE  
Name (Printed or typed)

5237 GATO DEL SOL CIRCLE  
Address

WESLEY CHAPEL, FL. 33544  
City, State & Zip

813-907-6533  
Daytime Telephone number

*Handwritten signature:* [Signature]

1002-2132  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
02 JUL 23 AM 10:50  
FILED

NOTE: Please provide the original and one copy of the articles.

COPY

FILED  
02 JUL 23 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Articles of Incorporation  
of  
PC Partners, Inc.**

**ARTICLE I - Name**

The name of this Corporation shall be "PC Partners, Inc."

**ARTICLE II - Commencement & Duration**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

**ARTICLE III - Purposes, Powers & Rights**

This corporation may engage in any lawful acts or activities for which corporations may be organized under the laws of the State of Florida. In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the laws of the State of Florida, including, but not limited to, the power of right:

- a. To change the Articles of Incorporation at any time pursuant to law and the By-Laws;
- b. To change the principal office of the corporation and establish, from time to time, other locations, within or outside the State of Florida for corporate operations, pursuant to the By-Laws, and without the necessity of amending the Articles of Incorporation;
- c. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the conduct of its business; and
- d. To purchase and acquire, in accordance with law and the By-Laws, any or all of its shares.

**ARTICLE IV - Capitol Stock**

This corporation shall have the authority to issue ONE THOUSAND (1,000) shares of common stock par value \$0.001 per share.

**ARTICLE V - Board of Directors**

The number of directors of this corporation shall be not less than one (1) and not more than five (5), as determined from time to time by the Board of Directors. The names and addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified are as follows:

- Michael T. Plude - President, Treasurer & Secretary  
5237 Gato Del Sol Circle Wesley Chapel, FL. 33544-5511
- Deena Cook - Vice President  
7217 Creekwood Court Tampa, FL. 33615

**ARTICLE VI - Liability & Indemnification**

To the fullest extent permitted by law, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the forgoing provisions of this Article VI by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification. This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the fullest extent permitted by law.

**ARTICLE VII - Management**

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- a. The business and affairs of the corporation shall be managed by the Board of Directors, in addition to any powers conferred herein or in the By-Laws, the Board of Directors may, subject to any express limitation contained in these Articles of Incorporation or in the By-Laws, exercise the full extent of powers conferred by the laws of the State of Florida upon corporations or directors thereof and the enumeration and definition of particular powers herein or in the By-Laws shall in no way be; deemed to restrict or otherwise limit those lawfully conferred powers. In furtherance and without limitation of the foregoing, the Board of Directors shall have the power to make, alter, amend or repeal from time to time the By-Laws of this corporation;
- b. The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors;
- c. The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created;
- d. The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders; and
- e. Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefore may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

