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8/12/04



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 23, 2004

PHILIP R. LAZZARA
307 S BOULEVARD # SUITE D
TAMPA, FL 33606-2150

SUBJECT: PCS CORPORATION
Ref. Number: W04000028358

We have received your document for PCS CORPORATION and your check(s) totaling \$79.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6884.

Shawn Logan
Document Specialist
New Filings Section

Letter Number: 104A00046707

PHILIP R. LAZZARA, P.A.

Attorney at Law
307 S. BOULEVARD # SUITE D
TAMPA, FLORIDA 33606-2150
813 / 251-0763
FACSIMILE 813 / 251-0958
Email: plazzara@peoplepc.com

August 3, 2004

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

Re: PCS Corporation of Tampa ^{BAY} and PC Corporation of Tampa


Dear Sir or Madam:

Enclosed are copies of your letters to me dated July 23, 2004 regarding PCS Corporation and PC Corporation. I have added the words "of Tampa" to the end of the names in order to distinguish them from the names of existing entities. I have made the corrections in the original Articles of Incorporation, and you will find the original and one copy of each enclosed. If everything is in order, please file the amended Articles of Incorporation for these corporations.

Thank you for your assistance.

Very truly yours,

Philip Lazzara **GAVE**
AUTHORIZATION BY PHONE TO
CORRECT name
DATE 8-12-04
DOC. EXAM VLR


Philip R. Lazzara

PRL/mp

Encl: July 23, 2004 letters from Florida Dept. of State (2)
Revised Articles of Incorporation for PCS Corporation of Tampa (original and 1)
Revised Articles of Incorporation for PC Corporation of Tampa (original and 1)
cc: PCS Corporation of Tampa
PCS Corporation of Tampa

ARTICLES OF INCORPORATION

OF

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PCS CORPORATION OF TAMPA BAY

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

PCS CORPORATION OF TAMPA BAY

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

4204 B N. MacDill Avenue
Tampa, Florida 33607

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or

special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V
Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI
Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 4204 B N. MacDill Avenue, Tampa, Florida 33607, and the initial registered agent of this corporation at such office shall be Philip R. Lazzara, Esquire. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII
Board of Directors

The number of Directors of this corporation shall be not less than one (1). The number of Directors may be increased or diminished from time to time by the bylaws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII
Initial Board of Directors

The initial Board of Directors of this corporation shall consist of the following members, such members to hold office until their successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Michael J. Pickering	4204 B N. MacDill Avenue, Tampa, FL 33607
Orlando J. Castillo	4204 B N. MacDill Avenue, Tampa, FL 33607
Jayesh S. Shah	4204 B N. MacDill Avenue, Tampa, FL 33607

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Address

Michael J. Pickering

4204 B N. MacDill Avenue, Tampa, FL 33607

ARTICLE X

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

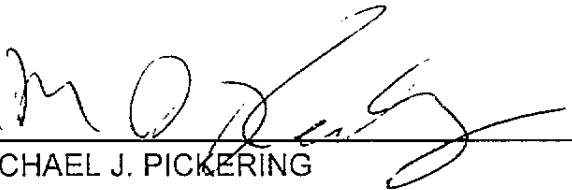
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Affiliated Transactions

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this corporation.

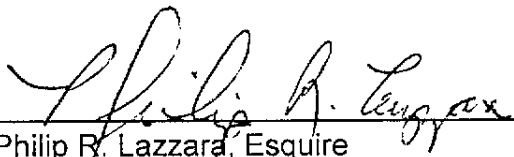
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


MICHAEL J. PICKERING

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Philip R. Lazzara, Esquire, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 21st day of July, 2004.


Philip R. Lazzara, Esquire

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