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### FLORIDA PROFIT/NON PROFIT CORPORATION PCS HOLDCO, INC.

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#### ARTICLES OF INCORPORATION

#### **OF**

#### PCS HOLDCO, INC.

The undersigned, who is a natural person of the age of 18 years or older and competent to contract, acting as the sole incorporator, adopts the following Articles of Incorporation for a corporation under the Florida Business Corporation Act (the "Act"):

#### ARTICLE I

#### NAME

The name of the corporation is: PCS HOLDCO, INC. (the "Company").

#### ARTICLE II

#### OFFICE AND MAILING ADDRESS

The Company's initial principal office and mailing address is: 5730 Holly Lane, Jupiter, FE? 33458.

#### ARTICLE III

#### DURATION

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the bylaws of the Company as adopted and amended from time to time (the "Bylaws") or the Act.

#### ARTICLE IV

#### PURPOSE

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Act.

#### ARTICLE V

#### AUTHORIZED SHARES

The maximum number of shares the Company is authorized to issue is one hundred thousand (100,000) shares of common stock, having no par value, all of which common shares shall be identical with each other in every respect, and the holders of common shares shall be entitled to one (1) vote for each share on all matters on which shareholders have the right to vote.

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### <u>ARTICLE VI</u> REGISTERED AGENT

The street address of the Corporation's registered office is 5730 Holly Lane, Jupiter, FL 33458., and the name of the initial registered agent of the Corporation at that address is Daniel P. O'Connor.

## ARTICLE VII INCORPORATOR

The name and address of the incorporator signing this Articles of Incorporation is:

Daniel P. O'Connor 5730 Holly Lane, Jupiter, FL 33458.

## ARTICLE VIII INITIAL DIRCTORS/OFFICERS

The initial directors of the board of directors of the Corporation (the "Board of Directors") shall consist of the individual named herein. The election of directors of the Board of Directors and their numbers may be fixed by the shareholders from time to time pursuant to the terms of the Bylaws.

Initial Directors:

Daniel P. O'Connor

# ARTICLE IX AMENDMENTS

The Company reserves the right to amend any provision of this Articles of Incorporation, which amendment shall only be effectuated in accordance with the terms of the Bylaws.

# ARTICLE X INDEMNIFICATION

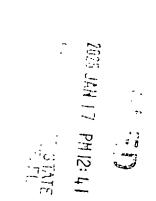
A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct

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or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

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#### INCORPORATOR OATH

I, Daniel P. O'Connor, Incorporator, submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Section 817.155, Florida Statutes.

Daniel P. O'Connor, Incorporator

[End of Articles of Incorporation.]

### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501(3), FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT:

- 1. The name of the Company is: PCS HOLDCO, INC.
- 2. The name and address of the registered agent and office is:

Daniel P. O'Connor 5730 Holly Lane, Jupiter. FL 33458.

Having been named as registered agent and to accept service of process for the above stated Company at the place designated in this Articles of Incorporation, 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 my position as registered agent.

Daniel P. O'Connor