

CAROL ANN MCMONIGLE
5706 Swamp Fox Road
Jacksonville, FL 32210

PA 5000003018

January 4 1999
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
of PCA Group, Inc.

200000375212
-01/10/95--01103--006
***122.50 ***122.50

To Whom It May Concern:

Please find enclosed the following:

1. Original and copy of Articles of Incorporation of PCA Group, Inc.
2. Original and copy of Certificate of Registered Agent
3. Check in the amount of \$122.50

I would request that after accepting the Articles of Incorporation that you return a sealed copy of the Articles of Incorporation to the following address: 5706 Swamp Fox Road, Jacksonville, Florida 32210.

Sincerely,



CAROL ANN MCMONIGLE

CAM/pm

enclosures

KARUT J. KHOSLA

JAN 12 1995

FILED
95 JAN -9 AM 9:11
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PCA GROUP, INC.

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: CORPORATE NAME

The name of this corporation is: PCA Group, Inc.

ARTICLE II: DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III: PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V: QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the corporation's bylaws, a minimum of 51% of all shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 5706 Swamp Fox Road, Jacksonville, Florida 32210, and the name of the initial registered agent of this corporation at such address is CAROL ANN MCMONIGLE.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time in the manner provided in the bylaws but shall never be less than one. The name and address of the initial directors of the corporation is as follows: Patsy P. Meeks, 5706 Swamp Fox Road, Jacksonville, FL 32210 and Carol Ann McMonigle, 3323 Randall Street, Jacksonville, FL 32205.

ARTICLE VIII: INCORPORATORS

The name and address of the corporation's Incorporator is Carol Ann McMonigle, 3323 Randall Street, Jacksonville, Florida, 32205.

ARTICLE IX: PREEMPTIVE RIGHTS

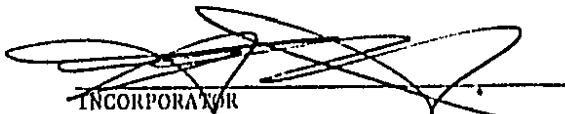
Should the capital stock of this corporation be increased at any time, the stockholders at the time of such increase shall be entitled to a pro rata share of such increase upon payment of the shares at a price not less than par value.

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CLERK OF DISTRICT COURT

ARTICLE XI: INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF I have subscribed my name this 4th day of January, 1995.


INCORPORATOR
CAROL ANN MCMONIGLE

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public, personally appeared CAROL ANN MCMONIGLE, to me well known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 4th day of January, 1995.

Louise Northam
Notary Public, State of Florida
at large
My Commission expires:



LOUISE NORTHAM
MY COMMISSION # CC 117832 EXPIRES
July 25, 1995
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE

In compliance with Florida Statutes the following is submitted:

That PCA Group, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 5706 Swamp Fox Road, Jacksonville, Florida 32210, County of Duval, State of Florida, has named Carol Ann McMonigle located at 5706 Swamp Fox Road, Jacksonville, Florida 32210, County of Duval, State of Florida, agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open. The registered agent will be Carol Ann McMonigle.


CAROL ANN MCMONIGLE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with Section 48.091, Florida Statutes, the following is
submitted:

First that PCA GROUP, INC., desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business at the City of
Jacksonville, State of Florida, has named CAROL ANN MCMONIGLE, located at 5706
Swamp Fox Road, Jacksonville, Florida 32210, as its agent to accept service
of process within Florida.


PATSY F. MEEKS
CORPORATE OFFICER


CAROL ANN MCMONIGLE
REGISTERED AGENT

Having been named to accept service of process for the above stated corpora-
tion, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.


CAROL ANN MCMONIGLE
REGISTERED AGENT

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95 JAN -9 AM 9:11
CLERK OF COURT
JACKSONVILLE, FLORIDA

P95000003018

BERMAN WOLFE & RENNERT, P.A.
ATTORNEYS AND COUNSELORS
35TH FLOOR, INTERNATIONAL PLACE
100 SOUTHEAST SECOND STREET
MIAMI, FLORIDA 33131-2130

KAREN J. ORLIN
DIRECT DIAL: (305) 577-4176

PHONE (305) 577-4177
FAX (305) 373-6036

December 11, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Native American Retail Services, Inc.

Gentlemen:

400001661884
-12/14/95--01077--008
*****35.00 *****35.00

Enclosing for filing is a Statement of Change of Registered Office or Registered Agent or Both for Corporations for Native American Retail Services, Inc. and a check drawn on the account of this law firm in the amount of \$35 in full payment of the filing fee.

Kindly acknowledge receipt of the enclosures by stamping and returning to me the enclosed copy of the Statement in the enclosed pre-addressed and stamped envelope.

Very truly yours,



Karen J. Orlin

OKIOBUFFINGSTATEMEN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 14 PM 2:41

NAC change
TLL DEC 18 1995

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Native American Retail Services, Inc.
- 1a. Date of incorporation: October 30, 1995 Document number: P95000083018.
2. The name and address of the current registered agent and office:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:

Berman Wolfe & Rennert, P.A.
35th Floor, International Place
100 Southeast, Second Street
Miami, Florida 33131-2130

The street address of its registered agent and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE: _____

Larry Bullington

DATE: November 2, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATION OF ITS POSITION AS REGISTERED AGENT.

BERMAN WOLFE & RENNERT, P.A.

By: _____

Karen J. Orlin, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 14 PM 2:41