

**P45000024798**

**TIMOTHY M. O'LEARY**

**ATTORNEY AT LAW**

**1455 WEST FAIRBANKS AVENUE  
WINTER PARK, FLORIDA 32789  
TEL. 407/629-1514**

**March 22, 1995**

**Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32301**

**Dear Sirs:**

**Enclosed please find an original and one copy of the Articles of Incorporation on PCI America, Inc. and a check drawn on my account in the amount of \$70.00 to cover the charter tax, filing of the Articles of Incorporation and filing of approval of the resident agent.**

**Thank you for your cooperation in this matter.**

**Very truly yours,**

*Timothy M. O'Leary*  
**TIMOTHY M. O'LEARY**

**TMO/ttr  
Enclosures**

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-03/28/95--01040--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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**ARTICLES OF INCORPORATION  
OF**

**PCI AMERICA, INC.**

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

**ARTICLE I**

Name of Corporation

The name of the corporation shall be PCI AMERICA, INC.

**ARTICLE II**

Nature of Business

The general nature of the business to be transacted by this corporation is to act as a retail advertising company in wholesale gift trade or any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy-rights, trademarks and licenses, in the State of Florida, and in all other states and

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countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III**

#### **Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is:

750 Shares at \$10.00 par

### **ARTICLE IV**

#### **Initial Capital**

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

### **ARTICLE V**

#### **Term of Existence**

This corporation is to exist perpetually.

## **ARTICLE VI**

### **Principal Place of Business**

The initial street address in this state of the principal office of this corporation is 4630 S. Kirkman Road, Suite, 200, Orlando, FL 32811, Orange County.

The Board of Directors may from time to time, move the principal office to any other address in Florida.

## **ARTICLE VII**

### **Directors**

This Corporation shall have not less than three directors initially. The number of directors may be increased or diminished from time to time, through by-laws adopted by the stockholders.

## **ARTICLE VIII**

### **Initial Directors**

The names and street addresses of the member of the first Board of Directors is:

John L. Bonaccorso  
Suite 200  
4630 S. Kirkman Road  
Orlando, Florida 32811

President and Treasurer

Pete Muscello  
Suite 200  
4630 S. Kirkman Road  
Orlando, Florida 32811

Vice President and Secretary

## **ARTICLE IX**

### **Subscribers**

The name and street address of the subscriber of these Articles of Incorporation, the number of shares of stock which he agrees to take and the value of the consideration therefore

are:

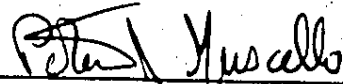
NAME	ADDRESS	SHARES	CONSIDERATION
John L. Bonaccorso	Suite 200, 4630 S. Kirkman Rd Orlando, FL 32811	25	\$250.00
Pete Muscello	Suite 200, 4630 S. Kirkman Rd Orlando, FL 32811	25	\$250.00

#### ARTICLE X

##### Registered Agent

The initial designation of the registered office of this corporation shall be 4630 S. Kirkman Road, Suite 200, Orlando, FL 32811 and the registered agent shall be Pete Muscello.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Registered Agent

#### ARTICLE XI

##### Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the incorporators above named, have hereunto set our

hands and seals this 21<sup>st</sup> day of March, 1995.

John L. Bonaccorso  
President/Treasurer  
Pete Muscello  
Vice President/Secretary

PRESIDENT / TREASURER

Vice President / Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, JOHN L. BONACCORSO, who produced a valid Florida Drivers License # B 526-472-62-463-0 as identification and to me known to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 21<sup>st</sup> day of March, 1995.

TERRI TIZZARD RYAN  
Notary Public; State of Florida  
My Commission Expires:

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, PETE MUSCELLO, who produced a valid Florida Drivers License # M240-670-46-467-0 as identification and to me known to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 21<sup>st</sup> day of March, 1995.

TERRI TIZZARD RYAN  
Notary Public; State of Florida  
My Commission Expires:



TERRI TIZZARD RYAN  
My Commission CC428979  
Expires Dec. 22, 1998



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My Commission CC428979  
Expires Dec. 22, 1998