

P95000052898

TRANSMITTAL LETTER

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

RECEIVED 5/25/88
-07/03/95--01051--0001
*****78.75 *****78.75

SUBJECT: The PDS Group, Inc.
(Proposed corporate name - must include suffix)

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

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Robert A. Pansque
Name (printed or typed)

9188 TALWAY CIRCUIT
Address

BEVINGTON BEACH, FL 33437
City, State & Zip

(407) 735-7254
Daytime Telephone number

FILED
JUL 22 1988
TALLAHASSEE, FL

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

ARTICLES OF INCORPORATION
OF
The PCS Group, Inc.

FILED
25 JUL -2 11 03 37

ARTICLE I - NAME

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

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be designated "Common Share", fully paid and non-assessable, all of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the By-laws of the corporation as the corporation may from time to time make, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation, and such lien shall be superior to all liens of any character, and all assignments and transfers of stock of this corporation shall be subject thereto.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 9188 Talway Circle, Boynton Beach, Florida and the name of the initial registered agent of this corporation at that address is: Robert A. Paneque

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is: Robert A. Paneque, 9188 Talway Circle, Boynton Beach, Florida 33437.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is: Robert A. Paneque, 9188 Talway Circle, Boynton Beach, Florida 33437.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote as such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by anyone of the persons or groups:

- a. The Board of Directors.
- b. The holders of not less than one-tenth of all the shares entitled to vote at the meeting.
- c. Such other persons or groups as may be authorized in the Articles of Incorporation or the By-Laws.

ARTICLE XII - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as follows:

- a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in any with real or personal property or any interest therein, wherever situated.
- c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d. To lend money to and use its credit to assist, its officers and employees in accordance with Section 607.141.
- e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares of other interests in, or obligations, of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payments of funds so loaned or invested.
- h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- j. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

- k. To make donations for the public welfare or for charitable, scientific, or educational purpose.
- l. To transact any lawful business which the board of directors shall find will be in aid of governmental policy
- m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees of its subsidiaries.
- n. To be a promoter, incorporator, partner, member, associate, or manager of the corporation, partnership, joint venture, trust, or other enterprise.
- o. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XV - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XVI - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by unanimous written consent as provided by law.

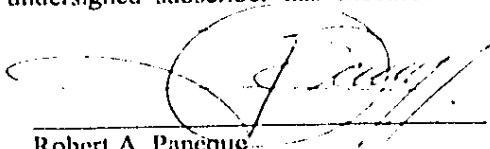
ARTICLE XVIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed this Articles of Incorporation this 26th day of June 1995.


Robert A. Paneque

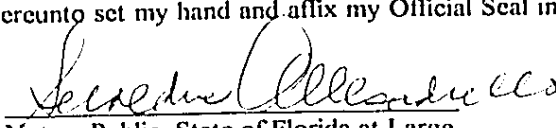
STATE OF FLORIDA

COUNTY OF PALM BEACH

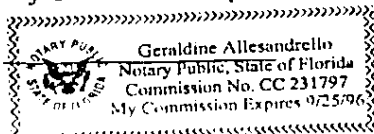
} SS: 2261-90 6805

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert A. Paneque known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affix my Official Seal in the State and County aforesaid, this


Notary Public, State of Florida at Large

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE 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 THE PCS GROUP, INC., IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT BOYNTON BEACH, STATE OF FLORIDA, HAS NAMED ROBERT A. PANEQUE at 9188 Talway Circle, Boynton Beach, Florida, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: _____

ROBERT A. PANEQUE

Title: _____

Date: _____

Having been named to accept services of process for the above stated corporation, 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.

Signature: _____

ROBERT A. PANEQUE

Date: _____

RECEIVED
JUL 1 1995