

P96000035358

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
 315 South Calhoun Street Suite 600
 (Address)
 Tallahassee, Florida 32302
 (City, State, Zip) (Phone #)

900001791789
-04/24/96--01001--023
***122.50 ***122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Paxson Merchandising Ventures Company
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

Walk in Pick up time 4-23-96 Certified Copy
4:30
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 APR 23 AM 9:16
TALLAHASSEE, FLORIDA

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4/24/96

Examiner's Initials

ARTICLES OF INCORPORATION
OF
PAXSON MERCHANDISING VENTURES COMPANY

FILED

96 APR 23 AM 9 16

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of PAXSON MERCHANDISING VENTURES COMPANY, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

PAXSON MERCHANDISING VENTURES COMPANY

ARTICLE II. ADDRESS

The mailing address of the corporation is:

601 Clearwater Park Road
West Palm Beach, Florida 33401

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 8:00 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 601 Clearwater Park Road, West Palm Beach, Florida 33401 and the name of the corporation's initial registered agent at that address is William L. Watson.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Lowell W. Paxson	601 Clearwater Park Road West Palm Beach, Florida 33401

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Karsten Amlie	601 Clearwater Park Road West Palm Beach, Florida 33401

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

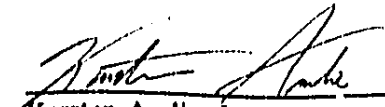
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 14th day of March, 1996.



Karsten Amle, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That PAXSON MERCHANDISING VENTURES COMPANY, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 601 Clearwater Park Road, City West Palm Beach, State of Florida, has named William L. Watson, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



William L. Watson, Registered Agent

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96 APR 23 AM 9:16
TALLAHASSEE, FLORIDA

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TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

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96 JUL 19 PM 1:15
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

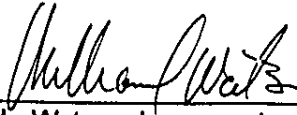
Examiner's Initials

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
PAXSON MERCHANDISING VENTURES COMPANY

Pursuant to Sections 607.1005 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of PAXSON MERCHANDISING VENTURES COMPANY (the "Corporation"), are hereby amended according to these Articles of Amendment:

- FIRST: The name of the Corporation is PAXSON MERCHANDISING VENTURES COMPANY
- SECOND: Article I of the Articles of Incorporation is amended in its entirety to read as follows:
- "The name of the Corporation is PCC Direct, Inc."
- THIRD: The foregoing amendment was adopted by unanimous written consent of the initial incorporator of the Corporation, prior to the issuance of any shares of the Corporation, constituting a sufficient number of votes for the amendment to be approved without shareholder approval in accordance with Section 607.1005 of the Florida Statutes, on July 16, 1996.

IN WITNESS WHEREOF, the undersigned William L. Watson, initial incorporator of the Corporation, has executed this instrument this 15 day of July, 1996.



William L. Watson, Incorporator

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96 JUL 19 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA