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PEEK & COBB
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1301 WINTERPLACE BOULEVARD, SUITE 1000
JACKSONVILLE, FLORIDA 32207
TELEPHONE 904 / 388-1818

FRANK A. ABITON
JAMES E. COBB
THOMAS B. EDWARDS, JR.
JOHN E. KNIGHT III
DAVID H. PEEK
EUGENE G. PEEK III
WILLIAM J. SCOTT
SARAH HELENE SHARP

JACKSONVILLE 904 / 388-1818
OCALA 904 / 887-1000

July 12, 1990

Department of State
Division of Corporations
P.O. Box 0327
Tallahassee, Florida 32314

EFFECTIVE DATE
7-15-90

*****189803
-07/16/90--01016--015
****122.50 ****122.50

Re: PCAI CONSULTING GROUP, INC.
PCAI MANAGEMENT GROUP, INC.
PCAI SERVICES GROUP, INC.

Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Incorporation of each of the above-captioned corporations. Also enclosed is our firm's check for \$122.50 for each of the above-captioned corporations to cover the respective following fees:

Filing Fees	35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total Fees	\$ <u>122.50</u>

Please file the original Articles of Incorporation for each corporation and forward a certified copy for each to our office.

Very truly yours,

E. G. Peek III
Eugene G. Peek III

EGP/dmj
25890

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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NAME AND PLACE OF BUSINESS

ARTICLE II

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

PURPOSES

ARTICLE IV

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of \$.01 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Pre-emptive Rights. Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receiving notice in writing from the corporation, stating the prices, terms and conditions of the new issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by written waiver submitted by the shareholder to the corporation within thirty days of receiving said notice from the corporation.

Section 4.4 Issuance of Stock. No capital stock of this corporation shall be issued without the unanimous written consent of the directors, with such consent stating the price and terms to be paid for such stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, and the name of the initial registered agent of this corporation at that address is Eugene G. Peek III.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Richard I. Polisner	1301 Riverplace Boulevard, Suite 1609 Jacksonville, Florida 32207

Section 6.3 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

Name

Eugene G. Peek III

Address

1301 Riverplace Boulevard, Suite 1609
Jacksonville, Florida 32207

12 IN WITNESS WHEREOF, the incorporator has executed these Articles the day of July, 1996.

Eugene G. Peek III
Eugene G. Peek III

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12 day of July, 1996, by Eugene G. Peek III, who is either personally known to me or produced the identification described below and who did not take an oath.



DONNA M. JONES
My Commission CC434728
Expires Feb 14 1999

Donna M. Jones

Print: DONNA M. JONES
Notary Public, State and County
Aforesaid.
Commission No. _____

Personally Known
Type of Identification

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.

Eugene G. Pook III
Eugene G. Pook III

Dated: July 12, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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