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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP - 4 PM 1:54

September 3, 1996

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

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****122.50 ****122.50

Enclosed are the following documents pursuant to the incorporation of P.C.L. Investment Corp.

1. The executed Articles of Incorporation of P.C.L. Investment Corp.
2. A copy of the executed Articles of Incorporation to be certified and returned.
3. A check in the amount of \$122.50 to cover the following items:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy/Articles of Incorporation	<u>52.50</u>
Total	<u>\$122.50</u>

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Yours very truly,

W.P. Battaglia

William P. Battaglia

WPB/r

enclosures

pick up 2:00

RECEIVED
96 SEP 11 PM 12:51
DIVISION OF CORPORATIONS

D. BROWN SEP - 4 1996

**ARTICLES OF INCORPORATION
OF
P.C.L. INVESTMENT CORP.**

FILED
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DIVISION OF CORPORATIONS
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The undersigned Incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be **P.C.L. INVESTMENT CORP.**

ARTICLE II

Principal Office

The principal office of the Corporation is located at 544 Aberdeen Avenue, Woodridge, Ontario L4L 4L6, Canada, and its mailing address is 544 Aberdeen Avenue, Woodridge, Ontario L4L 4L6, Canada.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 222 West Comstock Avenue, Suite 101, Winter Park, Florida 32789. The name of the initial registered agent of the Corporation at the registered office shall be Grant T. Downing.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) persons. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Leonarda Galvano	544 Aberdeen Avenue Woodridge, ONT L4L 4L6 Canada
Claudio Piruzza	544 Aberdeen Avenue Woodridge, ONT L4L 4L6 Canada

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

Name
Leonarda Galvano

Address
544 Aberdeen Avenue
Woodridge, Ontario L4L 4L6
Canada

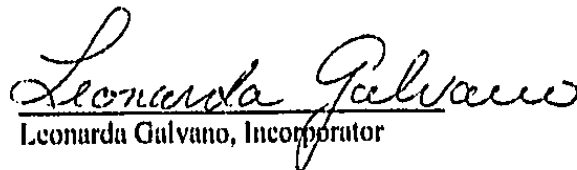
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DIVISION OF CORPORATIONS
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ARTICLE IX

Preemptive Rights

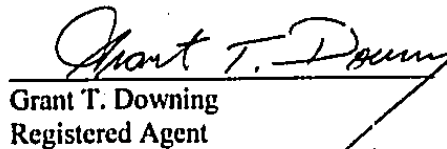
The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation as provided in Florida Statutes §607.0630.

Executed this 29 day of August, 1996.


Leonarda Galvano, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Grant T. Downing
Registered Agent

Date: 8/30/96