

P 960000 77816

TRANSMITTAL LETTER

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

SUBJECT: PCI Mail Services, Inc.

Enclosed please find an original copy of the Articles of Incorporation for the above corporation and check in the amount of \$70.00

From: Richard M. Johnston
5730 Corporate Way, Suite 214
West Palm Beach, FL 33407
561-688-0061

100001950601
-09/18/96--01067--016
*****70.00 *****70.00

F. O. H. S. SEP 19 1996

**PCI MAIL SERVICES, INC.
ARTICLES OF INCORPORATION**

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

1. NAME:

The name of the corporation is PCI Mail Services, Inc.

2. PERIOD:

The period of its duration is perpetual unless sooner dissolved.

3. PURPOSE:

The general purpose of purposes for which the corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act; and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

4. CORPORATE POWERS:

The corporation shall have all powers conferred upon it by law, particularly under F.S. 607.011, except such powers as are inconsistent with the express provisions of these articles. The above enumerated authority shall not be construed as limiting or restricting the authority of this corporation. The corporation specifically reserves the right to amend, add to, or repeal a provision contained in these articles of incorporation, in a manner consistent with the provisions set forth in the bylaws.

5. AUTHORIZED SHARES:

The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital stock with a par value of one dollar (\$1.00) per share.

Right of Conveyance: Holders of issued shares of the corporation shall have no right to sell, deed, will or otherwise convey said shares except as may be stated in separate devices executed by authorized agents of the corporation.

Initial issue: 100 shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Stated capital: The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends: The holders of the outstanding capital stock shall be entitled to receive, then and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock: The shares of the corporation are not to be divided into classes.

5. CAPITAL STRUCTURE: C CORPORATION:

The corporation is authorized to issue only one class of stock.

6. REGISTERED AND PRINCIPAL ADDRESS:

The address of its initial registered office is 5730 Corporate Way, Suite 214, West Palm Beach, FL 33407, and the name of its initial registered agent at said address is Richard M. Johnston. The principal office and registered office shall be at the same location.

7. DIRECTORS:

The number of directors constituting its initial board of directors is four, whose names and addresses are:

Richard M. Johnston, 6480 Sargasso Way, Jupiter, FL 33458
Maureen M. Johnston, 6480 Sargasso Way, Jupiter, FL 33458
Randy C. Nielsen, 2770 Meadowlark Lane, W.P.B., FL 33409
Melanie R. Nielsen, 2770 Meadowlark Lane, W.P.B., FL 33409

8. INCORPORATORS:

The names and address of the incorporators are:

Richard M. Johnston, 6480 Sargasso Way, Jupiter, FL 33458
Maureen M. Johnston, 6480 Sargasso Way, Jupiter, FL 33458
Randy C. Nielsen, 2770 Meadowlark Lane, W.P.B., FL 33409
Melanie R. Nielsen, 2770 Meadowlark Lane, W.P.B., FL 33409

8. PREEMPTIVE RIGHTS:

Preemptive rights shall be as follows: state rights to be granted.

Signatures of Incorporators:

Date:



Richard M. Johnston

8/1/96



Maureen M. Johnston

8-1-96

Randy Q. Nielsen
Randy Q. Nielsen

8/1/96

Melanie R. Nielsen
Melanie R. Nielsen

8/1/96

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Richard M. Johnston, who is personally known to me to be the person described and who subscribed the above statement of resolution establishing series of shares, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and my official seal, at West Palm Beach in said County and State this 1st day of August, 1996.



Sharon A. McGrath
MY COMMISSION # CC500811 EXPIRES
July 21, 2000
BONDED THRU TROY FARM INSURANCE, INC.

Sharon A. McGrath
Sharon A. McGrath
Notary Public, State of Florida

My Commission Expires: 7/21/00

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Maureen M. Johnston, who is personally known to me to be the person described and who subscribed the above statement of resolution establishing series of shares, and did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and my official seal, at West Palm Beach in said County and State this 1st day of August, 1996.



Sharon A. McGrath
MY COMMISSION # CC500811 EXPIRES
July 21, 2000
BONDED THRU TROY FARM INSURANCE, INC.

Sharon A. McGrath
Sharon A. McGrath
Notary Public, State of Florida

My Commission Expires: 7/21/00

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Randy C. Nielsen, who is personally known to me to be the person described and who subscribed the above statement of resolution establishing series of shares, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and my official seal, at West Palm Beach in said County and State this 13 day of March, 1996.



Sharon A. McGrath
MY COMMISSION # CC560811 EXPIRES
July 21, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Sharon A. McGrath
Sharon A. McGrath
Notary Public, State of Florida

My Commission Expires: 7/21/00

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Melanie R. Nielsen, who is personally known to me to be the person described and who subscribed the above statement of resolution establishing series of shares, and did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and my official seal, at West Palm Beach in said County and State this 13 day of March, 1996.



Sharon A. McGrath
MY COMMISSION # CC560811 EXPIRES
July 21, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Sharon A. McGrath
Sharon A. McGrath
Notary Public, State of Florida

My Commission Expires: 7/21/00

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is: PCI Mail Services, Inc.

The name and address of the registered agent and office is:

Richard M. Johnston
5730 Corporate Way, Suite 214
West Palm Beach, FL 33407

Having been named as registered agent and to accept service of process for the above state 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.

Signed:

Date:




Richard M. Johnston

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of August, 1996, by Richard M. Johnston, who is personally known to me.



Sharon A. McGrath
MY COMMISSION # CCS60811 EXPIRES
July 21, 2000
BORNOLD THRU TROY FARM INSURANCE, INC.



Sharon A. McGrath, Notary Public