

TRANSMITTAL LETTER

Department of  
Division of Corporations  
P.O. Box 127  
Tallahassee, FL 32314

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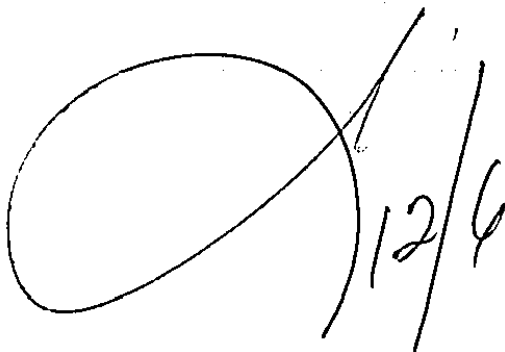
SUBJECT: PCD INTERNATIONAL, INC.  
(Proposed Corporate Name - including suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for one hundred thirty one dollars and twenty-five cents (\$131.25). The enclosed check shall cover the **Filing Fee, Certified Copy, and Certificate.**

INCORPORATOR: Peter A. Rega  
3601 N.E. 207th Ave. #1215  
Aventura, FL 33180  
(305) 931-2431

FILED  
96 DEC -5 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE: ENCLOSED ARE THE ORIGINAL AND ONE (1) COPY OF THE ARTICLES.

  
12/6

**ARTICLES OF INCORPORATION**

**OF**

**PCD International, Inc.**

**ARTICLE I  
NAME**

The name of the Corporation is PCD International, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Corporation is located at 3601 N.E. 207th Street #1215, Aventura, FL 33180.

**ARTICLE III  
CAPITAL STOCK**

This Corporation is authorized to issue ten thousand (10,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares." This Corporation is only authorized to issue "Common Shares." The issuance of any other class of stock is prohibited.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 3601 N.E. 207th Street #1215, Aventura, FL 33180 and the name of the initial registered agent of this Corporation at that address is Peter A. Rega.

**ARTICLE V  
INCORPORATOR(S)**

The name and address of the person(s) signing these Articles is:

Peter A. Rega  
3601 N.E. 207th Street #1215  
Aventura, FL 33180

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**ARTICLE VI**  
**DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE VII**  
**POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE VIII**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of November, 1996.

  
PETER A. REGA

STATE OF FLORIDA       :  
                                      : ss:  
COUNTY OF DADE       :

**I HEREBY CERTIFY** that on this day, PETER A. REGA, personally appeared before me an officer authorized to administer oaths and take acknowledgements. PETER A. REGA, verified by identification or personally known to myself, executed the foregoing Articles of Incorporation. It was acknowledged before me that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at  
9350 S. Dixie Hwy, Suite 1450, Dade County, Florida, this <sup>20</sup>~~21~~ day of November, 1996.

Sandra Hensch  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:

OFFICIAL NOTARY SEAL  
SANDRA HENSCH  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC314734  
MY COMMISSION EXP. SEPT 12, 1997

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

PURSUANT TO THE PROVISIONS OF SECTION 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.

1. The name of the corporation is: **PCD International, Inc.**
2. The name and address of the registered agent and office is:

**Peter A. Rega  
3601 N.E. 207th Street #1215  
Aventura, FL 33180**

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*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.*

  
\_\_\_\_\_  
Signature

Nov 20, 1996  
\_\_\_\_\_  
Date