

*Daniel J. Weinberg, F.A.C.*  
Daniel J. Weinberg  
Certified Public Accountant

MEMBER

American Institute of CPA's  
New York State Society of CPA's  
Florida Institute of CPA's

December 26, 1996

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

900002043689--6  
-01/03/97--01005--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: PMSI Holdings, Inc.  
(Proposed corporate name)

To Whom It May Concern:

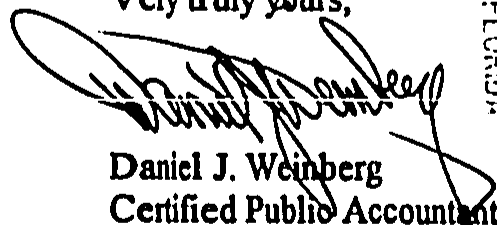
Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

Please send acknowledgement receipt to:

Anthony Solazzo  
PMSI Holdings, Inc.

c/o DANIEL J. WEINBERG, CPA  
1761 W. Hillsboro Blvd., Suite 205  
Deerfield Beach, FL 33442

Very truly yours,

  
Daniel J. Weinberg  
Certified Public Accountant

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN -2 PM 12:33

FILED

DJW/clw

Note: Additional copy of articles is needed only when certified copy is requested.

**ARTICLES OF INCORPORATION**

**OF**

**PMSI Holdings, Inc.**

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ALL FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be:

PMSI Holdings, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Anthony Solazzo  
21939 U.S. Highway 19, North  
Clearwater, FL 34625

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Anthony Solazzo, President  
21939 U.S. Highway 19, North  
Clearwater, FL 33433

**ARTICLE V - INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

Anthony Solazzo  
21939 U.S. Highway 19, North  
Clearwater, FL 33433

The undersigned has(have) executed these Articles of Incorporation

this 20<sup>TH</sup> day of December, 1996.

x   
\_\_\_\_\_  
Anthony Solazzo

**ARTICLE VI - PURPOSES**

Business Purpose: To perform telemarketing activities/services for business and for the general public.

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

Pursuant to the provisions of section 607.0501, 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:

PMSI Holdings, Inc.

The registered agent and office is:

Anthony Solazzo  
21939 U.S. Highway 19, North  
Clearwater, FL 34625


x   
\_\_\_\_\_  
Anthony Solazzo

12/20/96  
\_\_\_\_\_  
Date

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SECRET OF STATE  
TALLAHASSEE, FLORIDA

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

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 POSITIONS AS REGISTERED AGENT.

✓   
\_\_\_\_\_  
Anthony Solazzo

12/20/96  
\_\_\_\_\_  
Date

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SEC. 14, FIDIC  
TALLAHASSEE, FLORIDA