



THE UNITED STATES
CORPORATION
COMPANY

P97000003069

ACCOUNT NO. : 072100000032

REFERENCE : 254161 5011226

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 122.50

ORDER DATE : February 10, 1997

ORDER TIME : 10:47 AM

400002082364--3

ORDER NO. : 254161-005

CUSTOMER NO: 5011226

CUSTOMER: Ms. Catherine M. Peck
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: PBC/PCA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97 FEB 10 PM 2:36
RECEIVED
DEPARTMENT OF STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
32904

2/10/97
TB

ARTICLES OF INCORPORATION
OF
PBC/PCA, INC.

FILED
97 FEB 10 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PBC/PCA, Inc.

ARTICLE II - ADDRESS

The address of the corporation is 164 Palmer Ave., Winter Park, Florida
32789.

ARTICLE III - DURATION

This corporation shall exist indefinitely.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful
business for which corporations may be incorporated under Chapter 607, Florida
Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000)
shares of \$0.01 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 East Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall
be:

William A. Grimm

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. The number of
directors may be either increased or diminished from time to time by the Bylaws but
shall never be less than one (1).

B. The name and address of the initial director and officers of this
corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Philip B. Crosby	164 Palmer Ave. Winter Park, Florida 32789	Director, President, Treasurer
William A. Grimm	201 East Pine Street Suite 1200 Orlando, Florida 32801	Secretary

ARTICLE VIII - INCORPORATOR

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

Name

Address


William A. Grimm

201 East Pine Street, Suite 1200
Orlando, Florida 32801

ARTICLE IX - BYLAWS


Bylaws may be adopted, amended or repealed by the Shareholders or by the Board of Directors; provided that any bylaw adopted or amended by the Shareholders can only be amended or repealed by the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of February, 1997.


William A. Grimm,
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of PBC/PCA, Inc., I am familiar with the obligations of the position of registered agent and I hereby accept and agree to act in this capacity.



William A. Grimm
February 7, 1997

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TALLAHASSEE, FLORIDA