

P. 970000 29954



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 315047 4814233

AUTHORIZATION :

*Patricia Pugh*

COST LIMIT : \$ 122.50

ORDER DATE : April 1, 1997

ORDER TIME : 9:24 AM

ORDER NO. : 315047-005

300002131583--0

CUSTOMER NO: 4814233

CUSTOMER: Deborah Walker, Legal Asst  
MORRIS MANNING & MARTIN

1600 Atlanta Financial Center  
3343 Peachtree Road, N. E.  
Atlanta, GA 30326

DOMESTIC FILING

NAME: PCSCF MERGER CORP.

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: Unassigned

EXAMINER'S INITIALS:

FILED  
97 APR -2 PM 1:42  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

RECORDED  
97 APR -2 AM 11:29  
DIVISION OF CORPORATIONS

6 APR -2 1997

**ARTICLES OF INCORPORATION  
OF  
PCSCF MERGER CORP.**

**FILED**

97 APR -2 PH 1:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE**

**Name**

The name of the Corporation is PCSCF Merger Corp. (the "Corporation").

**ARTICLE TWO**

**Duration**

The duration of the corporation shall be perpetual.

**ARTICLE THREE**

**Principal Office and Mailing Address**

The principal place of business of the Corporation is 4401 South Orange Avenue, Suite 102, Orlando, Florida 32806. The mailing address of the Corporation is 990 Hammond Drive, Suite 300, Atlanta, Georgia 30328.

**ARTICLE FOUR**

**Registered Office and Agent**

The street address of this initial registered office of the Corporation in the state of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

**ARTICLE FIVE**

**Authorized Shares**

The Corporation shall have authority to be exercised by the Board of Directors of the Corporation to issue not more than Ten Thousand (10,000) shares of capital stock, of which One Thousand (1,000) shares are designated common stock, \$0.01 par value per share. The shares of common stock shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

(a) Dividends may be declared and paid or set apart for payment upon the common stock out of any assets or funds of the Corporation legally available for the payment of dividends;

(b) The holders of common stock shall have the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one (1) vote; and

(c) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed pro rata to the holders of the common stock in accordance with their respective rights and interests.

Subject to the provisions of these Articles of Incorporation and to the provisions of the Florida Business Corporation Act, the Board of Directors of the Corporation may designate additional common stock and/or other classes of stock and may determine (a) the preferences, limitations, and relative rights of any class of shares prior to the issuance of any shares of that class and (b) the preferences, limitations, and relative rights of one or more series within a class and may designate the number of shares within that series prior to the issuance of any shares of that series.

## **ARTICLE SIX**

### **Personal Liability of Directors**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except as provided by Section 607.0831 of the Florida Business Corporation Act. If the Florida Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as amended.

## **ARTICLE SEVEN**

### **Constituency Considerations**

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this provision solely grants discretionary authority to the directors and no constituency shall be deemed to have been given any right to consideration thereby.

## **ARTICLE EIGHT**

### **Shareholder Action by Less Than Unanimous Written Consent**

Any action required or permitted to be taken by the shareholders of the Corporation may be effected by the majority consent of the shareholders in accordance with Section 607.0704 of the Florida Business Corporation Act.

## **ARTICLE NINE**

### **Incorporator**

The name and address of the incorporator is as follows:

Bruce D. Wanamaker, Esq.  
Morris, Manning & Martin, L.L.P.  
1600 Atlanta Financial Center  
3343 Peachtree Road, N.E.  
Atlanta, Georgia 30326-1044

## **ARTICLE TEN**

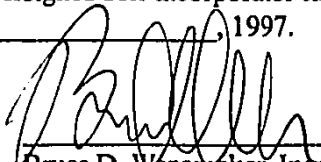
### **Initial Board of Directors**

The initial Board of Directors of the Corporation shall consist of two members (2) whose name and address is as follows:

Sarah C. Garvin  
990 Hammond Drive  
Suite 300  
Atlanta, Georgia 30328

Shamus Holt  
3885 Oak Water Circle  
Orlando, Florida 32806

IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles of Incorporation on this \_\_\_\_ day of \_\_\_\_\_, 1997.

  
\_\_\_\_\_  
Bruce D. Wanamaker, Incorporator

1600 Atlanta Financial Center  
3343 Peachtree Road, N.E.  
Atlanta, Georgia 30326

**CERTIFICATE OF DESIGNATION OF  
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: PCSCF Merger Corp.

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

c/o Corporation Service Company  
(NAME)

1201 Hays Street

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, Florida 32301  
(CITY/STATE/ZIP)

FILED  
97 APR -2 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

Corporation Service Company

Laura R. Dunlap  
(SIGNATURE)

Its agent, Laura R. Dunlap

4-2-97  
(DATE)

**DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314**