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ACCOUNT NO. : 072100000032

REFERENCE : 501433 6221A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 19, 1997

ORDER TIME : 11:11 AM

ORDER NO. : 501433-005

CUSTOMER NO: 6221A

000002271410--9

-08/19/97--01067--008

****122.50 ****122.50

CUSTOMER: Ms. Becca Schneider
ABEL BAND RUSSELL COLLIER
PITCHFORD & GORDON, CHARTERED
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC FILING

NAME: PC ACTIVE, 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: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 AUG 19 PM 3:22
STATE
TALLAHASSEE, FLORIDA

RECORDED
97 AUG 19 PM 12:13
DIVISION OF CORPORATIONS

SN AUG 19 1997

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FILED

97 AUG 19 PM 3:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PC ACTIVE, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

PC ACTIVE, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

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

1960 Stickney Point Road
Suite 210
Sarasota, Florida 34231

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office and the registered agent of this Corporation is:

Clifford Wildes 1960 Stickney Point Road
Suite 210
Sarasota, Florida 34231

ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Clifford Wildes	1960 Stickney Point Road Suite 210 Sarasota, Florida 34231
Scott A. Heaps	1960 Stickney Point Road Suite 210 Sarasota, Florida 34231
Raymond M. Villares	1960 Stickney Point Road Suite 210 Sarasota, Florida 34231

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in

certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Clifford Wildes 1960 Stickney Point Road
Suite 210
Sarasota, Florida 34231

The undersigned has executed these Articles this 8/11/97 day of 8/11, 1997.


Clifford Wildes

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for PC ACTIVE, INC. at the place designated in the Articles, 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.

8/15/97
Date

(CLG:gkm\7356-3\PC Articles.235871)


Clifford Wildes,
Registered Agent

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AUG 19 PM 3:22
TALLAHASSEE, FLORIDA