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ACCOUNT NO. : 072100000032  
REFERENCE : 599241

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : November 12, 1997

ORDER TIME : 11:19 AM

ORDER NO. : 599241-005

CUSTOMER NO: 160779A

CUSTOMER: Bruce Grossman, Esq  
NIMS HOWES COLLISON HANSEN &  
LACKERT  
Suite 3500  
605 Third Avenue  
New York, NY 10158

300002346973--4

DOMESTIC FILING

NAME: PCM INVESTMENT 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: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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g 11/14/97

ARTICLES OF INCORPORATION  
OF  
PCM INVESTMENT CORP.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PCM INVESTMENT CORP.

The address of the principal office of this corporation shall be C/O Preferred Consumer Marketing, 476 Osceola Avenue, Jacksonville Beach, Florida 32250, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on November 13, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby  
Its Agent, Gail Shelby

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby  
Its Agent, Gail Shelby

MXG/das