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SCOTT G. SCHILDBERG
MICHAEL D. WHALEN
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

January 5, 1998

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
1-5-98

Re: PCM Investment Group, Inc.

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-01/07/98--01017--027
****122.50 ****122.50

Gentlemen:

Enclosed please find the original executed Articles of Incorporation of PCM Investment Group, Inc. and accompanying Designation and Acceptance of Registered Agent for filing with the office of the Secretary of State of Florida.

Please return a certified copy of Articles of Incorporation to my attention in the enclosed self-addressed, stamped envelope. We include herewith our firm check number 020067 in the amount of \$122.50 to cover your costs, allocated as follows:

Filing of Articles of Incorporation	\$	35.00
Filing of Designation and Acceptance of Registered Agent		35.00
Certified Copy of Articles of Incorporation		<u>52.50</u>
TOTAL	\$	122.50

If you should have any questions or concerns, please do not hesitate to contact me.

Rose

Sincerely,

AUTHORIZATION BY PHONE TO

CORRECT, RA. address

Stephen D. Halker

SDH/rd DATE

1/9/98

Enclosures

COC

nc

FILED
98 JAN -7 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-5-98

ARTICLES OF INCORPORATION

FILED

OF

98 JAN -7 PM 3:35

PCM INVESTMENT GROUP, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation shall be PCM Investment Group, Inc., and it is hereinafter referred to as the "Corporation".

ARTICLE II.

PURPOSES, OBJECTS AND POWERS

The purpose and object of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III.

INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be 4929 Atlantic Boulevard, Jacksonville, Florida 32207-2409.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the state of Florida is 4929 Atlantic Boulevard, Jacksonville, Florida 32207-2409. The name of the Corporation's registered agent at such address is Fred N. Gartside.

ARTICLE V

CAPITAL STOCK

The Corporation shall have authority to issue one thousand (1,000) shares of common voting stock, \$0.01 par value per share.

ARTICLE VI

INCORPORATOR

The name and mailing address of the incorporator is:

Incorporator

Stephen D. Halker, Esq.

Mailing Address

Martin, Ade, Birchfield & Mickler, P.A.
One Independent Drive, Suite 3000
Jacksonville, Florida 32202

ARTICLE VII

AMENDMENT TO BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any bylaw whether adopted by them or otherwise.

ARTICLE VIII

DIRECTORS' LIABILITY

A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE IX

EFFECTIVE DATE

The effective date of existence for the Corporation shall be January 5, 1998.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has set his hand and seal this 5th day of January, 1998.



Stephen D. Halker, Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
PCM INVESTMENT GROUP, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon PCM Investment Group, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at . 4929 Atlantic Boulevard, Jacksonville, Fl. 32207-2409

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 5th day of January, 1998.


FRED N. GARTSIDE
Registered Agent

FILED
98 JAN -7 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA