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December 17, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/21/98--01073--008
*****70.00 *****70.00

RE: *Filing of Corporation*

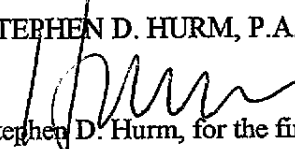
To Whom It May Concern:

Enclosed are Articles of Incorporation for Pacer West, Inc. and our firm check #5169 in the amount of \$70.00 to cover the appropriate filing fees.

Please call this office if there are any questions.

Very truly yours,

STEPHEN D. HURM, P.A.


Stephen D. Hurm, for the firm

SDH/alt
Enclosures as stated

FILED
98 DEC 21 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ann
Ann GAVE
AUTHORIZATION BY PHONE TO
CORRECT *art. 6/98*
DATE *12/22/98*
DOC. EXAM *TA*

TA-12/22/98

**ARTICLES OF INCORPORATION
OF
PACER WEST, INC.**

98 DEC 21 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator, for the purpose of forming a corporation in accordance with the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be PACER WEST, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1518 E. Monopoly Loop, Inverness, FL 34453.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact all lawful business for which Corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of stock that the Corporation is authorized to issue is 100 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock.

ARTICLE V. DURATION

The Corporation shall have perpetual existence.

ARTICLE VI. BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors of at least Three Directors. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

NORTON WHITCHURCH
1518 E. MONOPOLY LOOP
INVERNESS, FL 34453

DRAKE WHITCHURCH
1518 E. MONOPOLY LOOP
INVERNESS, FL 34453

EDGAR D. MADDEN
2034 SHERATON DRIVE
SANTA CLARA, CA 95050

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 1518 E. Monopoly Loop, Inverness, FL 34453, and the name of its initial Registered Agent at that address is DRAKE WHITCHURCH.

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator is Norton Whitchurch, 1518 E. Monopoly Loop, Inverness, FL 34453.

ARTICLE VIII. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned signed these Articles of Incorporation on November 12, 1998.

Norton Whitchurch
(NORTON WHITCHURCH,
Incorporator

STATE OF FLORIDA
COUNTY OF CITRUS

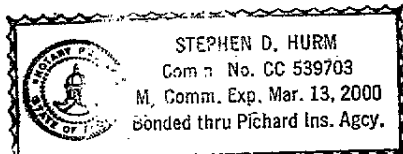
BEFORE ME, personally appeared Norton Whitchurch, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and who did not take an oath.

WITNESS my hand and official seal on November 12, 1998

Stephen D. Hurm
Notary Public

STEPHEN D. HURM
Notary's printed name

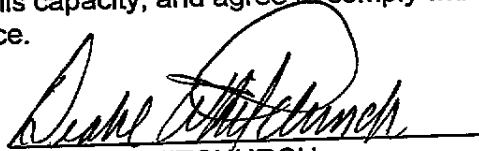
My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated on November 12, 1998.


DRAKE WHITCHURCH,
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA