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March 9, 1999

Department of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

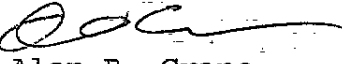
Re: PCL Group, Inc.

To Whom It May Concern:

Enclosed please find an original and copy of the Articles of Incorporation for PCL Group, Inc. Enclosed is a Certificate of Designation of Registered Agent/Registered Office form. Also, please find a check in the amount of \$78.75 and a return stamped envelopes. Please file and return a certified copy to my office.

Please call me if you have any questions. Thank you for your cooperation in this matter.

Sincerely,


Alan R. Crane
Attorney At Law

FILED
99 MAR 11 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY MAR 17 1999

ARTICLES OF INCORPORATION

PCL GROUP, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be PCL GROUP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be
224 Datura Street, Suite 815
West Palm Beach, FL 33401

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is

1000 shares of common stock

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Alan R. Crane, Esq.
Law Offices of Alan R. Crane
224 Datura Street, Suite 815
West Palm Beach, Florida 33401

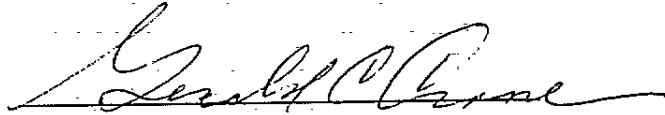
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ARTICLE V INCORPORATORS

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

Gerald C. Crane
c/o Alan R. Crane, Esq.
224 Datura Street, Suite 815
West Palm Beach, Fl 33401

The undersigned incorporator has executed these Articles of Incorporation this 24
day of February 1999.



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.051, 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: PCL Group, Inc.
2. The name and address of the registered agent and office is:

Alan R. Crane, Esq.

224 Datura Street, Suite 815

West Palm Beach, Florida 33401

Having been named as registered agent and to accept service of process for the above state 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.

Signed: 

Dated: 3/9/99

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99 MAR 11 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314