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Robert A. Heekin, Esq.

4347-4 University Boulevard South, Jacksonville, Florida 32216 • (904) 636-9777 • Fax (904) 636-5665

July 7, 1999

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

800002326358--8
-07/09/99--01029--009
*****70.00 *****70.00

Re: PWC Holding Corporation

Gentlemen:

Enclosed for filing are two (2) counterparts of the Articles of Incorporation of PWC Holding Corporation. After filing, please return one counterpart to our office. Also enclosed is a check in the amount of \$70.00 to cover the following filing fees for the corporation:

Filing Fee	\$35.00
Designation of Registered Agent	35.00
Total	\$70.00

If you should have any questions concerning these proposed incorporation, please contact our office.

Sincerely,

Connie Ruvolo

Connie Ruvolo

CR/
Enclosures

C0995

EFFECTIVE DATE
7/6/99

FILED
99 JUL -9 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 7/14/99

**ARTICLES OF INCORPORATION
OF
PWC HOLDING CORPORATION**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation.

FILED
99 JUL -9 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND ADDRESS

EFFECTIVE DATE
7/6/99

Section 1.1 Name. The name of the corporation is PWC Holding Corporation.

Section 1.2 Address. The principal office and mailing address of the corporation shall be 4347-10 University Boulevard South, Jacksonville, Florida 32216.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares of voting common stock having a par value of \$1.00 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 4347-4 University Boulevard South, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is Robert A. Heekin, Esq.

Section 5.2 Acceptance by Registered Agent. By executing these Articles as incorporator, the registered agent hereby accepts his appointment and agrees to act in this capacity and to comply with the provisions of the Florida Statutes governing same.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Anthony T. Sleiman	4347-10 University Boulevard South Jacksonville, Florida 32216

Section 6.3 Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII
INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
Robert A. Heekin	4347-4 University Boulevard South Jacksonville, FL 32216

ARTICLE IX
AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

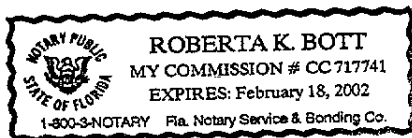
IN WITNESS WHEREOF, the incorporator has executed these Articles the 6th day of July, 1999.



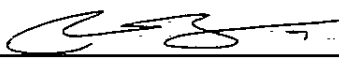
Robert A. Heekin

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6 day of July, 1999, by Robert A. Heekin, who is personally known to me.



C0994



Notary Public
Printed Name
My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -9 AM 11:14

FILED