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HAL SPENCE, P.A.

Attorney at Law

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October 11, 1999

Department of State  
Corporate Records Bureau  
409 E. Gaines Street  
Tallahassee, FL 32301

EFFECTIVE DATE  
10-11-99

Re: P.D.M. Group, Inc.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.75 for the filing fee and one certified copy. This document is being sent to you via Federal Express in order for the corporate existence to commence as of the date of the acknowledgment of the Articles of Incorporation.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

Very truly yours,



Hal Spence

HS/tm

Enclosures

000003012510--8  
-10/12/99-01039-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
1999 OCT 12 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. Howell OCT 18 1999

EFFECTIVE DATE  
10-11-99

ARTICLES OF INCORPORATION

OF

P.D.M. GROUP, INC.

FILED

1999 OCT 12 PM 4:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: P.D.M. Group, Inc..

Article 2. Address of principal office. The address of the principal office and the mailing address of the corporation is 1300 North Dixie Freeway, New Smyrna Beach, Florida.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The initial Registered Agent is Hal Spence and the street address of the initial Registered Office of the Corporation is 221 N. Causeway, New Smyrna Beach, FL 32169.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one.

Article 8. Incorporators. The name and address of each Incorporator is as follows:

Incorporator  
James R. Peacock

Incorporator's Address  
1300 North Dixie Freeway  
New Smyrna Beach, FL 32169

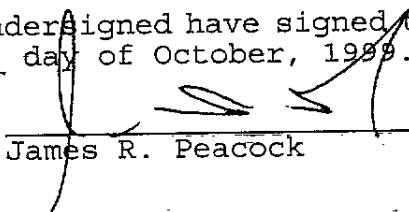
Articles 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

**Article 10. Indemnification.** The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

**Article 11. Bylaws.** The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

**Article 12. Commencement of Corporate Existence.** In accordance with Section 607.0123, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 11 day of October, 1999.

  
James R. Peacock

STATE OF FLORIDA  
COUNTY OF VOLUSIA

Before me personally appeared JAMES R. PEACOCK to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11<sup>th</sup> day of October, 1999.

My commission expires:

  
Notary Public



Terry T. McMillian  
MY COMMISSION # CC517110 EXPIRES  
January 9, 2000  
BONDED THRU TROY FAJM INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of P.D.M. Group, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 11<sup>th</sup> day of October, 1999.

  
Hal Spence, Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1999 OCT 12 PM 4:50

FILED