

**WELLISCH, METZGER & STANTON, P.A.**  
ATTORNEYS AT LAW

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REPLY TO:  
MIAMI   
DKEECHOBEE   
REF. TO FILE NO.

**P95000016271**

~~500001416295  
-02/27/95--01071--016  
PHONE: (305) 783-4335  
\*\*\*122.50~~

February 24, 1995

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

500001416295  
-02/27/95--01071--016  
\*\*\*122.50 \*\*\*122.50

RE: Performance Improvement Resources, Inc.

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for the above corporation. Please file the same. Also enclosed is a check in the amount of \$122.50, which covers the following:

Filing fee	\$ 35.00
Certified Copy	52.50
Registered Agent fee	<u>35.00</u>
	\$122.50

Please return one conformed set of the Articles, together with the charter to our office.

Thank you for your cooperation in this matter.

Sincerely,

Paul R. Stanton

/jc  
Enclosures

FILED  
1995 FEB 27 2 11 PM '95  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*YAB  
2/28/95  
P95-16271*

**ARTICLES OF INCORPORATION**  
**OF**  
**PERFORMANCE IMPROVEMENT RESOURCES, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is:

PERFORMANCE IMPROVEMENT RESOURCES, INC.

The address of the principal office of this corporation shall be 102 Aledo Avenue, Coral Gables, Florida 33134 and the mailing address of the corporation shall be 102 Aledo Avenue, Coral Gables, Florida 33134.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

This maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 102 Aledo Avenue, Coral Gables, Florida 33134. The name of the initial registered agent of this corporation at that address is Geoffrey P. Matthews.

FILED  
1995 FEB 27 AM 10:00  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

#### **ARTICLE V - INITIAL BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Geoffrey P. Matthews                      102 Aledo Avenue  
Coral Gables, Florida 33134

#### **ARTICLE VI - INCORPORATOR**

The name and address of the person signing these articles is:

Geoffrey P. Matthews                      102 Aledo Avenue  
Coral Gables, Florida 33134

#### **ARTICLE VII - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and shareholders.

#### **ARTICLE VIII - SHAREHOLDER APPROVAL FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case.

#### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

