1209 Hays Street
Tallahassee, FL 32301
(904) 222-9171
(904) 222-0193 FAX

800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P95000044183

ACCOUNT NO. : 072100000032

REFERENCE : 612089 1056I

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : June 8, 1995

ORDER TIME : 9:47 AM

ORDER NO. : 612089

CUSTOMER NO: 1056I

CUSTOMER: Mr. Paulo Miranda
BAKER & MCKENZIE

Suite 1600
701 Brickell Avenue
Miami, FL 33131

RUSH WILL WAIT

Rush will wait

95 JUN -9

DOMESTIC FILING

NAME: PMS CORPORATE SERVICES, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: GT

6/8

ARTICLES OF INCORPORATION

OF

PMS CORPORATE SERVICES, INC.

ARTICLE I

NAME

The name of this corporation is PMS Corporate Services, Inc. and its mailing address is 7220 SW 107 Terrace, Miami, Florida, 33156 .

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conductive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of no par value common stock, which shall be designated "Common Shares."

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7220 SW 107 Terrace, Miami, Florida, and the name of the initial registered agent of this Corporation is Paulo Cesar de Miranda, with address at 7220 SW 107 Terrace, Miami, Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (2) initial directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the director of this Corporation is:

Name	Address
Paulo Miranda	7220 SW 107 Terrace, Miami, Florida, 33156
Silvia Miranda	7220 SW 107 Terrace, Miami, Florida, 33156

ARTICLE VII

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into classes, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

ARTICLE XII

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of such shares.

ARTICLE XIII

INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV

INCORPORATOR

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

Paulo Miranda
7220 SW 107 Terrace
Miami, Florida, 33156

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 7th day of June, 1995.

Paulo Miranda

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for PMS Corporate Services, Inc., at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

Paulo C. Miranda
7220 SW 107 Terrace
Miami, Florida, 33156
Registered Agent

FILED
95 JUN -8
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

62514

CORPORATE P95000044183

RECEIVED

97 JUN 20 AM 11:18

DIVISION OF CORPORATION

Patricia Pizzuto

CORPORATION INFORMATION SERVICES
(Requester's Name)

1201 Hays Street
(Address)

Tallahassee, FL 32301 (904) 222-9171
(City, State, Zip) (Phone #)

#87.50

OFFICE USE ONLY

CIS Acct. # 1056I

CIS Order # ______

AUTHORIZATION #072100000032

~~LLP95000064~~

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): 400001517724

1. PMS Corporate Services, Inc.
(Corporation Name) (Document #)
2. ______
(Corporation Name) (Document #)
3. ______
(Corporation Name) (Document #)
4. ______
(Corporation Name) (Document #)

FILED
95 JUN 20 PM 1:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[XX] Walk in [ ] Pick up time ______ [X] Certified Copy

[ ] Mail out [ ] Will wait [ ] Photocopy [ ] Certificate of Status

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
X	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

6/20

Not name change C.O.

Examiner's Initials	

CR2E031(10/92)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PMS CORPORATE SERVICES, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), PMS Corporate Services, Inc. (the "Corporation") adopts the following Amendment to its Articles of Incorporation:

1. On June 8, 1995, the Corporation filed its Articles of Incorporation with the Florida Department of State.

2. The Corporation hereby amends said Articles of Incorporation to change the name of the Corporation to PSM Corporate Services, Inc.

3. The Articles of Incorporation of the Corporation be amended, by changing the Article thereof numbered "ARTICLE I" so that, as amended said Article shall be and read as follows:

"<u>NAME</u>

The name of the Corporation is PSM Corporate Services, Inc."

4. The foregoing Amendment to the Articles of Incorporation was adopted by the Board of Directors of the Corporation and approved by the Corporation's shareholders on June 19, 1995 in accordance with Sections 607.1003 and 607.1006 of the Act.

5. The Amendment to the Articles of Incorporation effecting the name change shall be effective on the date of filing of these Articles of Amendment with the Florida Secretary of State.

IN WITNESS WHEREOF, PMS CORPORATE SERVICES, INC., has caused this Certificate to be signed by Paulo Miranda, its President and Secretary, this 19th day of June, 1995.

By: ______________________
Paulo Miranda, President and Secretary

Attest: ______________________

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

On June 19, 1995, before me, John M. Pantin Notary Public, personally appeared Paulo Miranda, personally known to me or provided to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity)ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted,executed the instrument.

____
Notary Public

63131

OFFICIAL NOTARY SEAL
JOHN M PANTIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC221068
MY COMMISSION EXP. SEPT 26,1996