

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 800-342-8062 • Fax (850) 222-1222

PO00000027203

CMS Managed Maintenance
Systems, Inc.

600003170736--1
-03/15/00--01036--013
*****70.00 *****70.00

☒ Art of Inc. File Photo

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

☒ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
MAR 15 AM 9:57
TALLAHASSEE, FLORIDA

RECEIVED
MAR 15 AM 9:49
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

LM 3/15 9:23

Name

Date

Time

Walk-In

Will Pick Up

COURIER - 150000 MAR 17 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 15, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., STE. 1
TALLAHASSEE, FL 32302

SUBJECT: CMMS MANAGED MAINTENANCE SYSTEMS, INC.
Ref. Number: W00000006904

We have received your document for CMMS MANAGED MAINTENANCE SYSTEMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 300A00014353

Corrected

RECEIVED
00 MAR 16 PM 1:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CMMS MANAGED MAINTENANCE SYSTEMS, INC.

The undersigned hereby makes, subscribes and acknowledges this Certificate for the purpose of forming a Corporation under the Laws of the State of Florida.

ARTICLE 1 - NAME

The name of the corporation shall be: CMMS MANAGED MAINTENANCE SYSTEMS, INC. The mailing address is: 3707 FM 1960 West, Suite 240, Houston, TX 77068.

ARTICLE 2 - DURATION

The corporation shall commence its existence on the date of filing these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE 3 - PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of \$1.00 par value common stock.

ARTICLE 5 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is David R. Slaton, P.A. located at 21 Southeast First Avenue, Suite 820, Miami, Florida 33131. The name and address of the registered agent of this Corporation is David R. Slaton, P.A., 21 Southeast First Avenue, Suite 820, Miami, Florida 33131.

ARTICLE 6 - PRINCIPAL OFFICE

The principal office for the Corporation is 3707 FM 1960 West, Suite 240, Houston, TX 77068.

ARTICLE 7 - OFFICERS

The officers of the Corporation shall be:

President: Mathew Griffin
Secretary: Mathew Griffin
Treasurer: Mathew Griffin

ARTICLE 8 - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) Director initially. The number of Directors may be increased or diminished from time to time by amendment of the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Mathew Griffin
3707 FM 1960 West
Suite 240
Houston, TX 77068

ARTICLE 9 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

9.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

9.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

9.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 10 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock in this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the

Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of

any applicable statute of the State of Florida, and all rights conferred upon the shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 14 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Mathew Griffin
3707 FM 1960 West
Suite 240
Houston, TX 77068

ARTICLE 15 - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

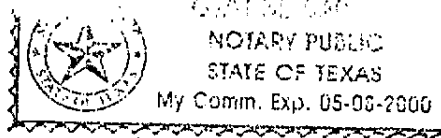
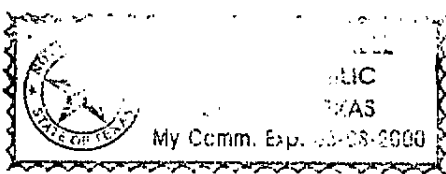
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9 day of March, 2000.


Mathew Griffin, Incorporator

STATE OF TEXAS :
COUNTY OF Harris : SS.

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Mathew Griffin, known to me and known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of CMMS MANAGED MAINTENANCE SYSTEMS, INC. and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 9 day of March, 2000.



Georgine Barrell
NOTARY PUBLIC
State of Texas at Large

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 10th day of March, 2000.

David R. Slaton, P.A.

By: *David R. Slaton*
David R. Slaton, President

STATE OF FLORIDA :
: SS.
COUNTY OF DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared David R. Slaton as President of David R. Slaton, P.A., known to me and known to be the person who, as Registered Agent, executed the foregoing ACCEPTANCE OF REGISTERED AGENT of CMMS MANAGED MAINTENANCE SYSTEMS, INC. and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 10th day of March, 2000.

Gisselle Gonzalez
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

