

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SPECIAL INSTRUCTIONS

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APPROVED
AND
FILED
00 MAY 25 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY 25 AM 9:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
UCI MERGER SUB, INC.**

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

I.

The name of the corporation shall be UCI Merger Sub, Inc.

II.

The mailing address of the Corporation shall be:

UCI Merger Sub, Inc.
c/o NRAI Services, Inc.
526 East Park Avenue
Tallahassee, Florida 32301

III.

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand, five hundred (1,500), all of which are classified as Common shares with a par value of \$.01 per share.

IV.

The name and address of the initial registered agent is:

NRAI Services, Inc.
526 East Park Avenue
Tallahassee, Florida 32301

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporate and is made a part hereof.

V.

The name and street address of the incorporator to these Articles of Incorporation is:

John E. Zamer
303 Peachtree Street, N.E.
Suite 3500 SunTrust Plaza
Atlanta, Georgia 30308

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VI.

The Corporation is organized, to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.

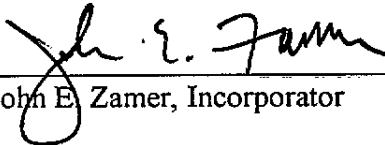
VII.

The period of duration of the Corporation is perpetual.

VIII.

The Corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suite or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 24th day of May, 2000.



John E. Zamer, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI SERVICES, INC.

By: Charles A Coyle
Charles A. Coyle - Assistant Secretary

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