

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P00000689984

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 9-22-00

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-09/25/00--01029--016
*****78.75 *****78.75

REF. #: 0150

CORP. NAME: Project Management Systems, Inc.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

FILED
00 SEP 25 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 8931 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

RECEIVED
00 SEP 25 AM 9:56
STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

T. SMITH SEP 25 2000

ARTICLES OF INCORPORATION
OF
PROJECT MANAGEMENT SYSTEMS INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is PROJECT MANAGEMENT SYSTEMS INC. (the "Corporation").

ARTICLE II

The address of the initial principal office and the mailing address of the Corporation is 18001 Collins Avenue, Sunny Isles Beach, Florida 33160.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered agent is 18001 Collins Avenue, Sunny Isles Beach, County of Miami-Dade, Florida 33160 and the name of its initial registered agent at such address is Cynthia A. Leventhal.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until a successor is duly elected and qualified is:

Thomas F. Daly
18001 Collins Avenue
Sunny Isles Beach, Florida 33160

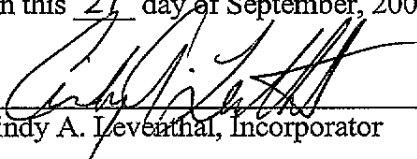
ARTICLE VII

The name of the Incorporator is Cynthia A. Leventhal and the address of the Incorporator is 18001 Collins Avenue, Sunny Isles, Florida 33160.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.


IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 26 day of September, 2000.



Cindy A. Leventhal, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PROJECT MANAGEMENT SYSTEMS INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Cindy A. Leventhal
Registered Agent

Dated: September 21, 2000

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TALLAHASSEE, FLORIDA