

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

PSC Merger Co.

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**ARTICLES OF INCORPORATION  
OF  
PSC Merger Co.**

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 PSC Merger Co.(the "Corporation").

**ARTICLE II - Purpose**

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

**ARTICLE III - Capital Stock**

The Corporation is authorized to issue 10,000 shares of common stock, par value \$.001 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

**ARTICLE IV - Registered Office and Agent**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation is:

**BERMAN WOLFE RENNERT VOGEL & MANDLER, P.A.**  
NationsBank Tower  
100 Southeast Second Street, Suite 3500  
Miami, Florida 33131  
Attn: Charles J. Rennert

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**ARTICLE V - Corporate Mailing Address**

The principal office and mailing address of the Corporation is:

695 Market Street, Suite 2750  
San Francisco, CA 94105

**ARTICLE VI - Incorporator**

The name and address of the incorporator of the Corporation is as follows:

Charles J. Rennert  
Berman Wolfe Rennert Vogel & Mandler, P.A.  
100 Southeast Second Street, Suite 3500  
Miami, Florida 33131

**ARTICLE VII - Powers**

The Corporation shall have all of the corporate powers enumerated under Florida law.

**ARTICLE VIII - Director-Conflicts of Interest**

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or duly empowered committee thereof, which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or votes of such interested director; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

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(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

**ARTICLE IX - No Anti-Takeover Law Governance**

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

**ARTICLE X - Indemnification**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

**ARTICLE XI - Fiscal Year**

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

**ARTICLE XII - Duration**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 28 day of September, 2000.

By: Charles J. Rennert  
Charles J. Rennert, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for PSC Merger Co. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505, Florida Statutes, relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this 28 day of Sept, 2000.

BERMAN WOLFE RENNERT VOGEL & MANDLER, P.A.

By: Charles J. Rennert  
Charles J. Rennert, Vice President

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