

Working for the Right to Life

TRIVEST

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July 10, 2002

VIA OVERNIGHT DELIVERY

Division of Corporations
New Filings
409 East Gaines Street
Tallahassee, FL 32399

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*****87.50 *****87.50

Re: Articles of Incorporation
SHC Acquisition, Inc.

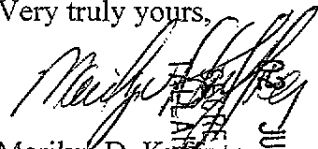
To Whom It May Concern:

Enclosed please find one original and one copy of the Articles of Incorporation for SHC Acquisition, Inc. Also enclosed is a check, payable to the Secretary of State in the amount of \$87.50, in payment of the filing fees including a Certified Copy of the Articles of Incorporation and a certificate of Good Standing. Please return the documents to my attention at the address above.

If you have any questions or require additional information, please do not hesitate to contact me at (305) 858-2200, Ext 38.

Thank you for your prompt attention to this matter.

Very truly yours,


Marilyn D. Kuffner
Secretary

FILED
JUL 11 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/mdk
Enclosures

me 7/12

ARTICLES OF INCORPORATION
OF
SHC ACQUISITION, INC.

FILED
02 JUL 11 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the Corporation is SHC ACQUISITION, INC. and the address of the principal office and the mailing office of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE II

Purposes

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

ARTICLE III

Registered Agent and Office

The address of the initial registered office of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133, and the name of its initial registered agent at such office is David Gershman.

ARTICLE IV

Capital Stock

The Corporation shall have authority to issue a total of 1,000 shares of common stock, \$0.01 par value per share.

ARTICLE V

Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VI

Keeping of Books

The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

ARTICLE VII

Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VIII

Incorporator

The name of the Incorporator is Marilyn D. Kuffner and the address of the Incorporator is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE IX

Indemnification

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of any officer or director, or any former officer or director, of the Corporation to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

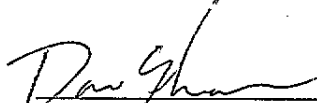
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 10th day of July, 2002, and affirm that the statements made herein are true under the penalties of perjury.



Marilyn D. Kuffner, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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



David Gershman

Dated: July 10, 2002

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02 JUL 11 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA