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FLORIDA PROFIT CORPORATION OR P.A.

CMT Holdings, Inc.

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ARTICLES OF INCORPORATION

OF

CMT HOLDINGS, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is "CMT Holdings, Inc." (hereinafter the "Corporation").

SECOND: The principal office and mailing address of the Corporation is c/o Trivest Partners, L.P., 2665 South Bayshore Drive, 8th Floor, Miami, Florida 33133-5401. The address of the Corporation's registered office in the State of Florida is 1201 Hays Street Tallahassee, Florida 32301. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "FBCA").

FOURTH: The total authorized capital stock of the Corporation shall be Three Thousand (3,000) shares of Common Stock, par value \$.01 per share.

FIFTH: The name and street address of the Incorporator of this Corporation is as follows:

Kenneth Regensburg
White & Case LLP
200 S. Biscayne Boulevard
Suite 4900
Miami, Florida 33131

SIXTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Election of Directors need not be by written ballot.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend and repeal the Bylaws of the Corporation.

EIGHTH: To the fullest extent permitted by the FBCA as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or

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its shareholders for monetary damages for breach of fiduciary duty as a director. If the FBCA is amended after the date of filing of this Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended from time to time. No repeal or modification of this Article EIGHTH by the shareholders shall adversely affect any right or protection of a director of the Corporation existing by virtue of this Article EIGHTH at the time of such repeal or modification.

NINTH: Except as set forth herein, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

TENTH: Meetings of shareholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision contained in applicable law) outside the State of Florida at such place as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Any document or agreement which is, or has terms which are, incorporated by reference or otherwise referred to herein, including without limitation, any stockholders agreement of the Corporation, shall be available for inspection by any shareholder of the Corporation at the principal executive office of the Corporation. Copies of any such document or agreement will be furnished by the Corporation to any such shareholder at the Corporation's expense.

ELEVENTH: The Corporation will have perpetual existence.

TWELFTH: The Corporation shall have no preemptive rights except as may be granted pursuant to a stockholders agreement of the Corporation.

THIRTEENTH: The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the FBCA. Therefore, the terms of such section of the FBCA will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

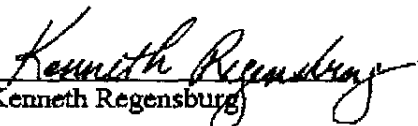
FOURTEENTH: The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the FBCA. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation.

* * * * *

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IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, has hereunto set his hand and seal this 21st day of July, 2005.

By: 
Kenneth Regensburg

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following
is submitted:

CMT Holdings, Inc., desiring to organize as a corporation under the laws of the
State of Florida, has designated 1201 Hays Street Tallahassee, Florida 32301, as its initial
Registered Office and has named Corporation Service Company, located at said address as its
initial Registered Agent.

By: Kenneth Regensburg
Kenneth Regensburg
Incorporator

Having been named Registered Agent for the above stated corporation, at the
designated Registered Office, the undersigned hereby accepts said appointment and agrees to
comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said
office. The undersigned further agrees to comply with the provisions of all statutes relating to
the proper and complete performance of the undersigned's duties, and the undersigned is familiar
with and accepts the obligations of the undersigned's position as registered agent.

By: Cynthia L. Harris
Corporation Service Company
Registered Agent
Cynthia L. Harris
as its agent

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