

WELLISCH, METZGER & STANTON, P.A.
ATTORNEYS AT LAW

KURT WELLISCH
(1910 - 1982)
URSULA METZGER
PAUL R. STANTON

REPLY TO:
MIAMI ☐
OKEECHOBEE ☐

REF. TO FILE NO.

8803 SOUTH DIKE HIGHWAY
SUITE 807
MIAMI, FL 33143
PHONES:
(305) 662-8630 / 662-8678
FAX: (305) 662-8761

P95000016271

500001416295
-02/27/95--01071--016
***122.50 ***122.50

February 24, 1995

Secretary of State
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

500001416295
-02/27/95--01071--016
***122.50 ***122.50

RE: Performance Improvement Resources, Inc.

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for the above corporation. Please file the same. Also enclosed is a check in the amount of \$122.50, which covers the following:

Filing fee	\$ 35.00
Certified Copy	52.50
Registered Agent fee	<u>35.00</u>
	\$122.50

Please return one conformed set of the Articles, together with the charter, to our office.

Thank you for your cooperation in this matter.

Sincerely,

Paul R. Stanton

Paul R. Stanton

/jc
Enclosures

FILED
1995 FEB 27 4 10 PM
TALLAHASSEE
FLORIDA

*PAID
2/28/95
P95-16271*

ARTICLES OF INCORPORATION
OF
PERFORMANCE IMPROVEMENT RESOURCES, INC.

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:

PERFORMANCE IMPROVEMENT RESOURCES, INC.

The address of the principal office of this corporation shall be 102
Aledo Avenue, Coral Gables, Florida 33134 and the mailing address of the
corporation shall be 102 Aledo Avenue, Coral Gables, Florida 33134.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and
all lawful business.

ARTICLE III - CAPITAL STOCK

This maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is 10,000 shares of common
stock having \$1.00 par value per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 102 Aledo Avenue, Coral Gables, Florida 33134. The name of
the initial registered agent of this corporation at that address is Geoffrey
P. Matthews.

FILED
1995 FEB 27 AM 10:00
TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Geoffrey P. Matthews	102 Aledo Avenue
	Coral Gables, Florida 33134

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

Geoffrey P. Matthews	102 Aledo Avenue
	Coral Gables, Florida 33134

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE VIII - SHAREHOLDER APPROVAL FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case.

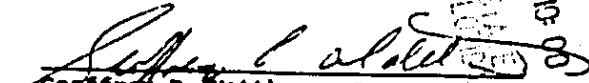
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X - DURATION

The duration of this corporation shall be perpetual.

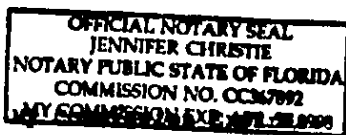
IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 23rd day of February, 1995.

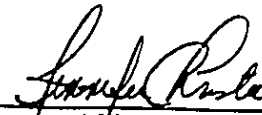

Geoffrey P. Matthews, Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgements in the
State and County set forth above, personally appeared GEOFFREY P. MATTHEWS
known to me and known by me to be the person who executed the foregoing
Articles of Incorporation, and she acknowledged before me that he executed
those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal, in the State and County aforesaid, this 23 day of
February, 1995.




Notary Public, State of Florida

REGISTERED AGENT ACCEPTANCE

The undersigned Registered Agent hereby accepts his appointment as
Registered Agent of the corporation.


Geoffrey P. Matthews