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Law Offices of
THOMAS G. SHERMAN, P.A.
218 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134

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Telefax (305) 445-4458

June 21, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-06/27/95--01021--005
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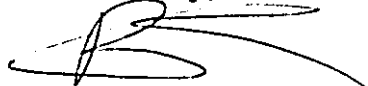
Re: PROCESSING SOLUTIONS INCORPORATED

To Whom It may Concern:

In reference to the above captioned, enclosed is an original and one copy of the Articles of Incorporation for filing. Also enclosed is a check in the sum of \$122.50 to cover your fee for same. Please forward a copy of the filed Articles of this corporation to the undersigned at your earliest convenience.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please contact me.

Sincerely,



Barbara Sanjurjo
Legal Assistant

TGS/bs
ENCLS.

6/26/95
TB

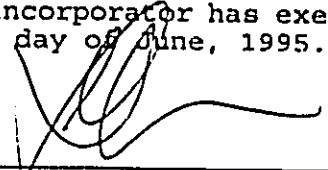
ARTICLES OF INCORPORATION
OF
Processing Solutions Incorporated

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is Processing Solutions Incorporated, (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is 218 Almeria Avenue, Coral Gables, Florida 33134.
- THIRD: The corporation is authorized to issues 7,500 shares of common stock, par value \$.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH: The name and address of the incorporator of the Corporation is: Thomas G. Sherman, Esquire, 218 Almeria Avenue, Coral Gables, Florida 33134.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is: Marilyn Suarez, 13025 SW 112 COURT, MIAMI, FLORIDA 33176.
- EIGHTH: The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH: The corporate existence of the Corporation shall commence on June 26, 1995.

SECRET
JUN 26 1995
TALLAHASSEE, FLORIDA

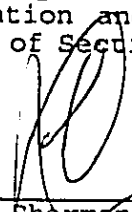
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of June, 1995.



Thomas G. Sherman, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Thomas G. Sherman, Esquire

RECEIVED
SECRETARY OF STATE
JUL 26 1966
TALLAHASSEE, FLORIDA