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TO: DIVISION OF CORPORATIONS FROM EMPIRE CONSTRUCTION COMPANY
DEPARTMENT OF STATE 1492 W. FLAGLER ST.
TALLAHASSEE, FLORIDA SUITE 200
400 SOUTH GAY STREET MIAMI FL 33137
TALLAHASSEE, FL 32301 CONTACT: RAY STORMONT
FAX: (904) 493-1000 PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TERTIARY HOLDINGS, INC.
(A Florida For Profit Corporation)**

The undersigned, being a natural person competent to contract, for the purposes of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of this corporation is:

TERTIARY HOLDINGS, INC.

ARTICLE II

Purpose

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Term of Existence

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE IV

Capital Stock

This corporation is authorized to have outstanding at any time ONE THOUSAND (1,000) shares of common stock at ONE (\$1.00) DOLLAR per value.

THIS DOCUMENT PREPARED BY:

RONALD SILVER, ESQ.
FLA BAR #144080
111 BANG SOUCI DRIVE
CORAL GABLES, FL 33133
(305) 865 8018

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ARTICLE V.

Presumptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI.

Registered Agent

The name and street address of this corporation's initial registered agent is:

Michael P. Latterner
13 S.W. 7 Street
Miami, FL 33130

ARTICLE VII.

Office Address

The street address of the principal office of the corporation is:

Michael P. Latterner
13 S.W. 7 Street
Miami, FL 33130

ARTICLE VIII.

Board of Directors

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as prescribed by the by-laws, but there shall never be less than one (1). The initial director of this corporation is:

Michael P. Latterner
13 S.W. 7 Street
Miami, FL 33130

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ARTICLE IX.

Officers

The corporation shall have a President and a Secretary and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Treasurers, assistant Secretaries, and assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The names and addresses and positions of the persons who serve as the initial officers of the Corporation are as follows:

Michael P. Lattemer,
President and Secretary
13 S.W. 7 Street
Miami, FL 33130

ARTICLE X.

Incorporator

The name and address of the incorporator of this corporation is:

Michael P. Lattemer
13 S.W. 7 Street
Miami, FL 33130

ARTICLE XI.

Indemnification

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

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ARTICLE XII

By-Laws

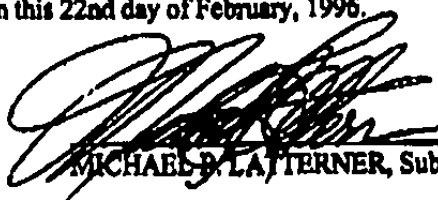
The By-laws may be repealed or amended, and new By-laws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any By-law adopted by the Stockholders if the Stockholders specifically provide that such By-law is not subject to amendment by the Directors.

ARTICLE XIII

Amendment of the Articles of Incorporation

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the Stockholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida on this 22nd day of February, 1996.


_____(L.S.)
MICHAEL D. LATERNER, Subscriber

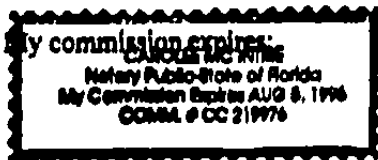
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STATE OF FLORIDA:
COUNTY OF DADE:

On this 22nd day of February, 1996, before me a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, Michael P. Latterner, to me known to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purpose therein contained.


NOTARY PUBLIC,
State of Florida at Large



PRINTED NAME OF NOTARY

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept my appointment as registered agent for the within corporation, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


MICHAEL P. LATTERNER,
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#96000002646

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P96000017116

Tertiary Holdings,
Inc.

200002182492--3

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97 MAY 29 AM 9:46
TALLAHASSEE, FLORIDA
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DIVISION OF CORPORATION
- ☐ Art of Inc. File _____
 - ☐ LTD Partnership File _____
 - ☐ Foreign Corp. File _____
 - ☐ L.C. File _____
 - ☐ Fictitious Name File _____
 - ☐ Name Reservation _____
 - ☐ Merger File _____
 - ☒ Art. of Amend. File _____
 - ☐ RA Resignation _____
 - ☐ Dissolution / Withdrawal _____
 - ☐ Annual Report / Reinstatement _____
 - ☒ Cert. Copy _____
 - ☐ Photo Copy _____
 - ☐ Certificate of Good Standing _____
 - ☐ Certificate of Status _____
 - ☐ Certificate of Fictitious Name _____
 - ☐ Corp Record Search _____
 - ☐ Officer Search _____
 - ☐ Fictitious Search _____
 - ☐ Fictitious Owner Search _____
 - ☐ Vehicle Search _____
 - ☐ Driving Record _____
 - ☐ UCC 1 or 3 File _____
 - ☐ UCC 11 Search _____
 - ☐ UCC 11 Retrieval _____
 - ☐ Courier _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 19, 1997

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: TERTIARY HOLDINGS, INC.
Ref. Number: P96000017116

We have received your document for TERTIARY HOLDINGS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 397A00026686

corrected

RECEIVED
97 MAY 29 PM 3:30
TALLAHASSEE, FL

**ARTICLES OF AMENDMENT
OF
TERTIARY HOLDINGS, INC.**

FILED
97 MAY 29 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this Corporation is Tertiary Holdings, Inc.

ARTICLE II.

Article IV of the Articles of Incorporation of the Corporation is hereby amended to add preferred stock to the capital stock of the Corporation as follows:

The Corporation is hereby authorized to issue Three Million (3,000,000) shares of no par value preferred stock. The rights, preferences, consideration and all other terms of the preferred stock shall be fixed by the Board of Directors.

ARTICLE III.

The amendment set forth in Article II hereof was adopted by the affirmative written consent dated April 25, 1997 of the holders of a majority of the Common Shares of the Corporation entitled to vote at a meeting of the shareholders. The number of votes cast for the amendment set forth in Article II hereof by the shareholders was sufficient for approval.

ARTICLE IV.

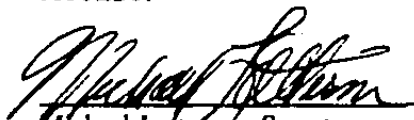
The amendment set forth in Article II hereof does not provide for an exchange, reclassification, or cancellation of issued Common Shares.

ARTICLE V.

The amendment set forth in Article II hereof shall become effective upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment in his respective corporate capacity this 5th day of May 1997.

ATTEST:


Michael Latterner, Secretary

TERTIARY HOLDINGS, INC.


Michael Latterner, President

STATE OF FLORIDA)

COUNTY OF DADE) SS:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Michael Latterner, known to me and known by me to be the person described as the person executing the foregoing Articles of Amendment, and he acknowledged before me that he executed said Articles of Amendment this 5th day of May, 1997.

WITNESS my hand and seal in said State and County, this 5th day of May, 1997.



Notary Public

My Commission Expires:

