DAOL BAYS STREET 96 SEP 23 PH 1111

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DIVISION OF CURPORATION

REFERENCE +

094979

134754A

AUTHORIZATION :

COST LIMIT :

ORDER DATE: September 23, 1996

ORDER TIME : 12:09 PM

ORDER NO. : 094979

CUSTOMER NO:

134754A

900001959759

CUSTOMER: Carolyn Smith, Cpa

WARD & SMITH, P.A.

Suite 206

5725 Corporate Way

West Palm Beach, FL 33407

DOMESTIC FILING

NAME:

THE AMERICAN MANAGEMENT TEAM,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

ASSIGNMENT BY THE SOLE INCORPORATOR OF THE SOLE INCORPORATION OF THE AMERICAN MANAGEMENT TEAM, INC.

Ward & Smith, P.A., as sole incorporator, for value received hereby assigns any and all rights it may have as such incorporator to the following:

> Carolyn Winston, President Steven O. Cascaddan, Vice President

> > Dated: September 19, 1996

WARD & SMITH, P.A.

ARTICLES OF INCORPORATION

DIVISION OF CORPORATIONS
96 SEP 20 PM 3: 24

-of-

THE AMERICAN MANAGEMENT TEAM, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Article of Incorporation.

ARTICLE I NAME

The name of this corporation shall be:
THE AMERICAN MANAGEMENT TEAM, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1221 W. Colonial Drive, Suite 100 Orlando, Florida 32801

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five Hundred (500) Shares of common stock, having a par value of One (\$1.00) Dollar per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ward & Smith, P.A. 5725 Corporate Way, Suite 206 West Palm Beach, Florida 33407

ARTICLE Y

The corporation shall have two officers and two directors, initially. The names and addresses of the initial officers who shall hold office for the first year of the corporation, or until his/her successor is elected or appointed is:

Carolyn Winston, President 1221 W.Colonial Drive, Suite 100 Orlando, FL 32804

Steven O. Cascaddan, Vice President 1221 W.Colonial Drive, Suite 100 Orlando, FL 32804

ARTICLE VI INCORPORATOR

The name and street address of the Incorporator to these Article of Incorporation is:

Ward & Smith, P.A. 5725 Corporate Way, Suite 206 West Palm Beach, Florida 33407 IN WITNESS WHEREOF, the undersigned agent of Ward & Smith, P.A., has hereunto set their hand and seal of Ward & Smith on September 19, 1996.

WARD & SMITH, P.A.

ivi Committee Contract

CERTIFICATE OF DESIGNATION OF SECRETARY OF STATE OF SEP 23 PH 3: 24 REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

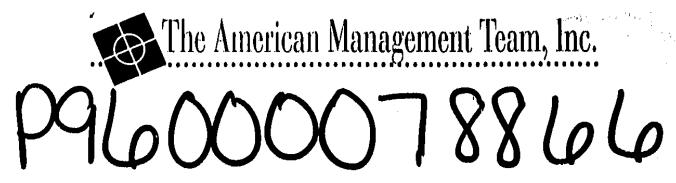
THE AMERICAN MANAGEMENT TEAM, INC.

2. The name and address of the registered agent and office is:

Ward & Smith, P.A. 5725 Corporate Way, Suite 206 West Palm Beach, Florida 33407

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent 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.

Signature Cawby William Amille
Date 9/19/94



January 2, 1997

Florida Department of State Division of Corporations - Amendment Section P.O. Box 6327 Tallahassee, Florida 32314

> Change of Principal Office Place of Business & Mailing Rot Address, and Phone Number for The American Management Toom, Inc.

Dear Sir/Madam:

Effective January 2, 1997 the principal place of business and mailing address, and phone number for The American Management Team, Inc. (document number P96000078866) changed to:

Now Address:

Carolyn Winston, President

1150 Oranole Road Maitland, Florida 32751

Phone Number: (407)339-1419 or (407)262-3787

Old Address:

1221 W. Colonial Drive, Suite 100

Orlando, Florida 32801

Phone Number: (407)481-2622

Please reflect this change in your records. Please forward a copy of the annual report to the new address.

Thank you,

Carolyn A. Winston, President