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December 17, 1996

Department of State  
Divisions of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
12.17.96

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-12/18/96--01091--011  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed are the following documents pursuant to the incorporation of PSMS, Inc.:

1. The executed Articles of Incorporation of PSMS, Inc.
2. A copy of the executed Articles of Incorporation to be certified and returned
3. A check in the amount of \$122.50 to cover the following items:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy/Articles of Incorporation	<u>52.50</u>
Total	<u>\$122.50</u>

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96 DEC 18 PM 1:56  
DIVISION OF CORPORATION

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Yours very truly,

W P Battaglia

William P. Battaglia

FILED  
96 DEC 18 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
WPB  
enclosures

Call Jan when ready  
681-9550

KR  
12/18/96

ARTICLES OF INCORPORATION

OF

PSMS, INC.

EFFECTIVE DATE

12-18-96

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be PSMS, Inc.

ARTICLE II

Principal Office

The principal office and mailing address of the Corporation is located at 3665 South Orlando Drive, Suite 469, Sanford, Florida 32773.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the later of the date of subscription of these Articles of Incorporation, or the date which is five (5) business days prior to the date these Articles of Incorporation have been filed by the Secretary of State, and the Corporation shall exist perpetually unless dissolved according to law.

## ARTICLE V

### Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 222 West Comstock Avenue, Suite 101, Winter Park, Florida. The name of the initial registered agent of the Corporation at the registered office shall be W. P. Battaglia.

## ARTICLE VII

### Initial Board of Directors

The initial Board of Directors shall consist of one person. The name and address of the person who shall serve as director of the Corporation until the first meeting of shareholders is:

<u>Name</u>	<u>Address</u>
Pierre J. Schingh	3665 S. Orlando Drive, Suite 469 Sanford, Florida 32773

## ARTICLE VIII

### Incorporator

The name and address of the incorporator of the Corporation is:

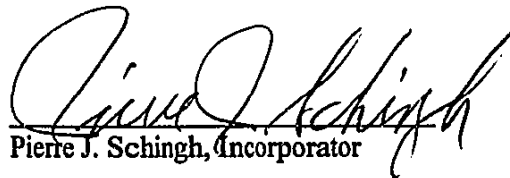
<u>Name</u>	<u>Address</u>
Pierre J. Schingh	3665 S. Orlando Drive, Suite 469 Sanford, Florida 32773

ARTICLE IX

Preemptive Rights

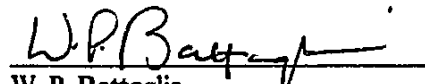
The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation as provided in Florida Statutes §607.0630.

Executed this 17th day of December, 1996.

  
Pierre J. Schingh, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.

  
W. P. Battaglia  
Registered Agent

Date: December 17, 1996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA