



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 008497 4371937

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 87.50

ORDER DATE : October 26, 1998

ORDER TIME : 10:45 AM

ORDER NO. : 008497-005

CUSTOMER NO: 4371937

CUSTOMER: Michael Hein, Esq
TRIVEST, INC.
2665 S. Bayshore Drive
Suite #800
Miami, FL 33133

500002672155--0

DOMESTIC FILING

NAME: TRIVEST-DYNO CO.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
98 OCT 26 PM 1:49

RECEIVED
OCT 26 AM 11:28
SECRETARY OF STATE
DIVISION OF CORPORATIONS

WRITTEN CONSENT GRANTING APPROVAL FOR USE OF NAME

TRIVEST-DYNO, LLC., a Florida limited liability company (the "Company"), does hereby grant permission and approve the filing of the Articles of Incorporation for TRIVEST-DYNO CO., a Florida corporation.

The undersigned, being a Manager of the Company, has executed this Written Consent Granting Approval for Use of Name on behalf of the Company this 23rd day of October, 1998.

TRIVEST-DYNO, LLC

By: 
Peter W. Klein, Manager

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**ARTICLES OF INCORPORATION
OF**

TRIVEST-DYNO CO.

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**ARTICLE I
Name and Principal Office**

The name of the Corporation is Trivest-Dyno Co. (hereinafter, the "Corporation"), and the address of the principal office and mailing office of the Corporation is c/o Trivest, Inc., 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133-5401.

**ARTICLE II
Registered Agent and Office**

The street address of the Corporation's registered office is 2665 South Bayshore Drive, City of Miami, County of Miami-Dade, State of Florida 33133-5401, and the name of its registered agent at such office is Peter W. Klein.

**ARTICLE III
Purpose**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "FBCA"), including amendments thereto.

**ARTICLE IV
Capital Stock**

The Corporation shall have authority to issue a total of 30,010,000 shares, consisting of (i) 10,000 shares of Common Stock, \$.01 par value per share (the "Common Stock"), of which 7,500 shares shall be Class A Common Stock (the "Class A Common Stock"), 1,500 shares shall be Class B Common Stock (the "Class B Common Stock"), and 1,000 shares shall be Class C Common Stock (the "Class C Common Stock") and (ii) 30,000,000 shares of preferred stock, \$.01 par value per share (the "Preferred Stock").

Common Stock

A. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock.

B. Voting Rights. Each holder of record of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock standing in such holder's name on the books of the Corporation and a fractional vote for each fraction of a share of Class A Common Stock standing in such holder's name. The holders of Class B Common Stock and Class C Common Stock shall have no voting rights except as otherwise provided by law. Except as otherwise required by law, the shares of Common stock of this Corporation entitled to vote (which shall not include the Class B Common Stock or Class C Common Stock) shall vote as a single class on all matters submitted to the holders of such Common Stock.

C. Dividends. Subject to provisions of law and Article IV of these Articles of Incorporation, each share of Common Stock shall be entitled to share in dividends ratably with all other shares of Common stock then outstanding, regardless of class, when, if and as such dividends are declared paid; provided, however, that if dividends are declared which are payable in Common Stock or other voting securities (or options or warrants for or securities convertible into Common stock or other voting securities or other rights to subscribe for or to purchase Common stock or other voting securities), (i) the dividends payable to holders of Class A Common Stock will be paid in shares of Class A Common Stock or such other voting securities (or options or warrants for or securities convertible into shares of Class A Common Stock or such other voting securities or other rights to subscribe for or to purchase shares of Class A Common Stock or such other voting securities, as the case may be), (ii) the dividends payable to holders of Class B Common Stock will be paid in shares of Class B Common Stock or other non-voting securities which are otherwise identical to such voting securities and which are convertible into or exchangeable for such voting securities on the same terms as the Class B Common Stock is convertible into the Class A Common Stock (or options or warrants for or securities convertible into shares of Class B Common Stock or such non-voting securities or other rights to subscribe for or to purchase shares of Class B Common Stock or such non-voting securities, as the case may be), and (iii) the dividends payable to holders of Class C Common Stock will be paid in shares of Class C Common Stock or other non-voting securities which are otherwise identical to such voting securities and which are convertible into or exchangeable for such voting securities on the same terms as the Class C Common Stock is convertible into the Class A Common Stock (or options or warrants for or securities convertible into shares of Class C Common Stock or such non-voting securities or other rights to subscribe for or to purchase shares of Class C Common Stock or such non-voting securities, as the case may be).

D. Liquidation. Subject to provisions of law and Article IV of these Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of the Class A Common Stock, the Class B Common Stock and the Class C Common Stock (without distinction) shall be entitled, on a *pari passu* basis, to share ratably with the holders of Preferred Stock in the remaining assets of the Corporation available for distribution.

E. No Cumulative Voting. No shareholder of the Corporation shall have any cumulative voting rights.

F. Conversion.

1. (a) At any time and from time to time, each holder of Class B Common Stock will be entitled to convert any and all of the shares of such holder's Class B Common Stock into the same number of shares of Class A Common Stock at such holder's election (appropriately adjusted to reflect stock splits, reorganizations, consolidations, and similar changes effected after the initial issuance of Class A Common Stock)

(b) At any time and from time to time, each holder of Class C Common Stock will be entitled to convert any and all of the shares of such holder's Class C Common Stock into the same number of shares of Class A Common Stock at such holder's election (appropriately adjusted to reflect stock splits, reorganizations, consolidations, and similar changes effected after the initial issuance of Class A Common Stock); provided, however, that each holder of Class C Stock shall only be entitled to convert any share or shares of Class C Common Stock to the extent that after giving effect to such conversion such holder and its affiliates shall not directly or indirectly own, control or have power to vote a greater quantity of securities of any kind issued by this Corporation than such holder and its affiliates are permitted to own, control or have power to vote under any law or under any regulation, rule or other requirement of any governmental authority then applicable to such holder and its affiliates.

2. Each conversion of shares of Class B Common Stock and Class C Common Stock into shares of Class A Common Stock will be effected by the surrender of the certificate or certificates representing the shares to be converted at the principal executive office of this Corporation (or such other office or agency of this Corporation as this Corporation may designate by notice in writing to the holder or holders of the Class B Common Stock and Class C Common Stock) at any time during normal business hours, together with a written notice by the holder of such Class B Common Stock or Class C Common Stock stating that such holder desires to convert the shares, or a stated number of the shares, of Class B Common Stock or Class C Common Stock represented by such certificate or certificates into Class A Common Stock and, in the case of Class C Common Stock, that upon such conversion such holder and its affiliates will not directly or indirectly own, control or have the power to vote a greater quantity of securities of any kind issued by this Corporation than such holder and its affiliates are permitted to own, control or have the power to vote under any applicable law or under any regulation, rule or other requirement of any governmental authority (and such statement will obligate this Corporation to issue such Class A Common Stock). Such conversion will be deemed to have been effected as of the close of business on the date on which such certificate or certificates have been surrendered and such written notice has been received, and at such time the rights of the holder of the converted Class B Common Stock or Class C Common Stock as such holder will cease and the person or persons in whose name or names the certificate or certificates for shares of Class A Common Stock are to be issued upon such conversion will be deemed to have become the holder or holders of record of the shares of Class A Common Stock represented thereby.

3. Promptly after such surrender and the receipt of such written notice, this Corporation will issue and deliver in accordance with the surrendering holder's instructions

(i) the certificate representing any Class A Common Stock issuable upon such conversion and
(ii) a certificate representing any Class B Common Stock or Class C Common Stock which was represented by the certificate or certificates delivered to this Corporation in connection with such conversion but which was not converted.

4. Shares of Class B Common Stock and Class C Common Stock which are converted into shares of Class A Common Stock as provided herein shall not be reissued.

5. This Corporation will at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of issue upon the conversion of the Class B Common Stock and Class C Common Stock as provided in this paragraph F., such number of shares of Class A Common Stock as shall then be issuable upon the conversion of all then outstanding shares of Class B Common Stock and Class C Common Stock (assuming that all such shares of Class B Common Stock and Class C Common Stock are held by persons entitled to convert such shares into Class A Common Stock).

6. The issuance of certificates for Class A Common Stock upon conversion of Class B Common Stock and Class C Common Stock will be made without charge to the holders of such shares for any issuance tax in respect thereof or other cost incurred by this Corporation in connection with such conversion and the related issuance of Class A Common Stock. This Corporation will not close its books against the transfer of Class C Common Stock or of Class A Common Stock issued or issuable upon conversion of Class B Common Stock or Class C Common Stock in any manner which would interfere with the timely conversion of Class B Common Stock or Class C Common Stock.

G. Subdivisions or Combinations. If this Corporation in any manner subdivides or combines the outstanding shares of any class of Common Stock, the outstanding shares of the other classes of Common Stock will be proportionately subdivided or combined.

Preferred Stock

A. General.

1. Issuance of Preferred Stock in Classes or Series. The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of the Corporation may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Except as to the relative designations, preferences, powers, qualifications, rights and privileges referred to in this Article IV, in respect of any or all of which there may be variations between different classes or series of Preferred Stock, all shares of Preferred Stock shall be identical. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein.

2. Authority to Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors of the Corporation is expressly authorized, subject to the limitations prescribed by law and the provisions of these Articles of Incorporation, to provide, by

adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in Articles of Amendment to the Articles of Incorporation, which shall be filed in accordance with FBCA, and the resolutions of the Board of Directors creating such class or series. The authority of the Board of Directors with respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix:

(a) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(b) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;

(c) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(f) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;

(h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(i) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors of the Corporation, acting in accordance with these Articles of Incorporation, may deem advisable and are not inconsistent with law and the provisions of these Articles of Incorporation.

ARTICLE V
Special Meetings of Shareholders

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE VI
Indemnification

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article VI shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VI.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to other employees and agents of the Corporation similar to those conferred in this Article VI to directors and officers of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this Article VI shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article VI shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

ARTICLE VII
Director Liability

No director shall be personally liable to the Corporation or any of its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereto is not permitted under the FBCA as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE VIII
Incorporator

The name of the Incorporator is Michael Hein, and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

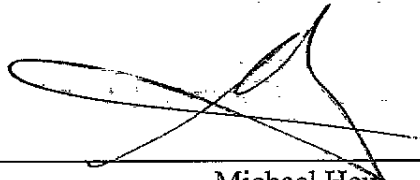
ARTICLE IX
Board of Directors

The Board of Directors of the Corporation shall consist of at least one director with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors who are to serve as the Corporation's directors until successors are duly elected and qualified are as follows:

Peter W. Klein
c/o Trivest, Inc.
2665 South Bayshore Drive
Suite 800
Miami, Florida 33133-5401

Derek A. McDowell
c/o Trivest, Inc.
2665 South Bayshore Drive
Suite 800
Miami, Florida 33133-5401

IN WITNESS WHEREOF, the undersigned being the Incorporator named above, for the purpose of forming a corporation pursuant to the FBCA, has signed these Articles of Incorporation this 23rd day of October, 1998.



Michael Hein

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TRIVEST-DYNO CO. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Section 607.0505 of the Florida Statutes.



Peter W. Klein

Dated: October 23, 1998

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