



THE UNITED STATES
CORPORATION
COMPANY

P990000044908

ACCOUNT NO. : 072100000032

REFERENCE : 242658 4371937

AUTHORIZATION : Patricia Pizote

COST LIMIT : \$ 78.75

ORDER DATE : May 17, 1999

ORDER TIME : 11:52 AM

ORDER NO. : 242658-005

500002877725--3

CUSTOMER NO: 4371937

CUSTOMER: Marilyn Kuffner, Legal Asst
TRIVEST, INC.
TRIVEST, INC.
2665 S. Bayshore Drive
Suite #800
Miami, FL 33133

DOMESTIC FILING

NAME: PROFESSIONAL MODIFICATION
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

99 MAY 17 PM 3:14
DIVISION OF CORPORATION

FILED
99 MAY 17 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/18/99
[Signature]

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ARTICLES OF INCORPORATION
OF
PROFESSIONAL MODIFICATION SERVICES, INC.

FILED
99 MAY 17 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is PROFESSIONAL MODIFICATION SERVICES, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE III

This Corporation is authorized to issue an aggregate total of One Thousand (1,000) shares, all of which shall be designated Common Stock, having a par value of \$.01 per share.

ARTICLE IV

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 persons 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 V

The street address of the Corporation's initial registered office is 2665 South Bayshore Drive, Suite 800, City of Miami, County of Dade, State of Florida 33133 and the name of its initial registered agent at such office is Peter W. Klein.

ARTICLE VI

The Corporation's Board 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.

ARTICLE VII

The name of the Incorporator is Marilyn D. Kuffner and the address of the Incorporator is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133

ARTICLE VIII


This Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 14th day of May, 1999.


Marilyn D. Kuffner, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PROFESSIONAL MODIFICATION SERVICES, INC. hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes §607.0505


Peter W. Klein

Dated: May 14, 1999

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99 MAY 17 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA