

PP9000072184

CORPORATION NAME

TeleMatrix, Inc.

FILED
01 JUN 15 PM 3 47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended &
Restated

500004422985--9
-06/19/01-01001--001
*****35.00 *****35.00

RECEIVED
DEPT. OF STATE
CORPORATIONS
JUN 15 PM 2 11
NOT RECORDED
ACKNOWLEDGE
SUFFICIENCY OF FILING

- | | |
|---|---|
| <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | |
| <input type="checkbox"/> Certified Copy | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait |
| <input type="checkbox"/> Mail Out | <input type="checkbox"/> After 4:30 |
| | <input checked="" type="checkbox"/> Pick Up |

Name _____ 6/15/01 Order#: 4582682
Availability _____
Document _____
Examiner ADR
Updater ADR
Verifier _____
W.P. Verifier _____
Ref#: _____
Amount: \$ _____

Back To do
Please Place
M.S.
M.S.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TeleMatrix, Inc.

Under Sections 607.1003 and 607.1007
of the
Florida Business Corporation Act

FILED
01 JUN 15 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TeleMatrix, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

FIRST: The name of the Corporation is: TeleMatrix, Inc.

SECOND: The Corporation was originally incorporated under the name TMX Acquisition, Inc. and its original Articles of Incorporation was filed with the Secretary of State of Florida on the 12th day of August, 1999 (as amended with respect to the name change described below, the "Original Articles of Incorporation"). The Corporation subsequently changed its name to TeleMatrix, Inc. pursuant to Articles of Merger filed with the Secretary of State of Florida on October 7, 1999.

THIRD: Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, this Amended and Restated Articles of Incorporation amends, restates and supercedes the provisions of the Original Articles of Incorporation.

FOURTH: The amendment and restatement of the Original Articles of Incorporation has been approved by the Corporation's Board of Directors and has been approved by the written consent of the shareholders of the Corporation pursuant to the consent of the sufficient number of shareholders for approval in accordance with the provisions of the Florida Business Corporation Act. on June 13, 2001.

FIFTH: The text of the Original Articles of Amendment of TeleMatrix, Inc. is hereby amended and restated to read in its entirety as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TeleMatrix, Inc.

ARTICLE I

Name

The name of the Corporation is: TeleMatrix, Inc.

ARTICLE II

Address and Principal Office

The street address and mailing address of the principal office of the Corporation is:

c/o The Meditrust Companies
909 Hidden Ridge, Suite 600
Irving, Texas 75038

ARTICLE III

Authorized Capital Stock

The Corporation is authorized to issue one hundred (100) shares of common stock, having a par value of one dollar (\$1.00) per share (the "Common Stock"), of which one (1) share shall be Series A Voting Common Stock and ninety-nine (99) shares shall be Series B Non-Voting Common Stock.

ARTICLE IV

Registered Agent

The street address of the registered office of the corporation is 1201 Hays Street, Tallahassee, FL 32301, and the name of its registered agent at such address is Corporation Service Company, each as evidenced by the Certificate of Designation of Registered Agent / Registered Office that filed with the Secretary of State of the State of Florida on August 12, 1999.

ARTICLE V

Incorporator

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

Justin Harvey
Goodwin Procter LLP
Exchange Place
Boston, MA 02109

ARTICLE VI

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VII

Management

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, and the directors need not be elected by ballot unless required by the by-laws of the Corporation.

ARTICLE VIII

Amending the Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, amend and repeal the bylaws.

ARTICLE IX

Amendment

The Corporation reserves the right to amend and repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner from time to time prescribed by the laws of the State of Florida. All rights herein conferred are granted subject to this reservation.

I, John F. Schmutz, Assistant Secretary of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation, as amended through the date hereof, pursuant to the Florida Business Corporation Act, do execute this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation this 13th day of June, 2001.

By: _____

Name: John F. Schmutz

Title: Assistant Secretary