

P00000054395



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 721038 7205558

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -6 PM 1:23

ORDER DATE : June 6, 2000

ORDER TIME : 9:44 AM

ORDER NO. : 721038-020

300003277983-4

CUSTOMER NO: 7205558

CUSTOMER: Esther S. Hellwig, Paralegal
BROCKWAY MORAN & PARTNERS, INC
BROCKWAY MORAN & PARTNERS, INC
Seventh Floor
225 Ne Mizner Blvd.
Boca Raton, FL 33432

DOMESTIC FILING

NAME: UNITY GROUP UK HOLDINGS, 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: Andrea C. Mabry - EXT. 1157
EXAMINER'S INITIALS:

RECEIVED
00 JUN -6 AM 10:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

f. w. l. k.

**ARTICLES OF INCORPORATION
OF
UNITY GROUP UK HOLDINGS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN -6 PM 1:23

ARTICLE I

The name of this corporation is Unity Group UK Holdings, Inc. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 225 N.E. Mizner Boulevard, Suite 700, Boca Raton, Florida 33432.

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 225 N.E. Mizner Boulevard, Suite 700, Boca Raton, Palm Beach County, Florida 33432 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.

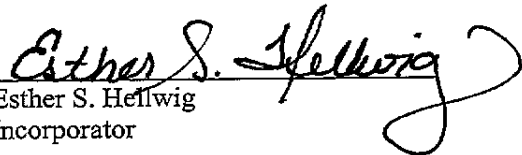
ARTICLE VII

The name of the Incorporator is Esther S. Hellwig and the address of the Incorporator is 225 N.E. Mizner Boulevard, Suite 700, Boca Raton, Florida 33432.

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 5th day of June, 2000.



Esther S. Hellwig
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Unity Group UK Holdings, 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: 6/5/2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -6 PM 1:23