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Gary B. Tullis, Esquire
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FILED
01 AUG 16 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 13, 2001

Doris Brown
Document Specialist
Florida Department of State
Division of Corporations
409 Gaines Street
P. O. Box 6327
Tallahassee, Florida 32314

Ref: ProMotives, INC.

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****122.50 *****78.75

Dear Ms. Brown:

Enclosed herewith, please find the original and one fully executed copy of the Articles of Incorporation of ProMotives, Inc. for filing.

In payment of the filing charges and taxes, I have enclosed herewith a check in the amount of \$122.50.

Please forward the Articles of Incorporation to the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,

Gary B. Tullis, Esquire

JRF/ad
enc.

D. BROWN AUG 1. 7 2001 ✓

ARTICLES OF INCORPORATION

OF

ProMotives, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is ProMotives, INC.

ARTICLE II

This Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

General Purpose and Nature of Business

This corporation is organized for the purpose of transacting and engaging in any and all lawful business or activity permitted under the laws of the United States of America and the laws of the State of Florida, as amended.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of ten cent (\$.10) par value common stock which shall be designated as "common stock."

ARTICLE V

No Preemptive Rights Granted

No stockholder of any class of stock of this corporation shall be entitled to preemptive rights to purchase unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, except to the extent that and upon such terms as the Board of Directors may from time to time determine.

ARTICLE VI

Street Mailing Address of Initial
Registered Office and Name of Initial Registered Agent

The initial street and mailing address of the registered agent of said corporation is 12741 Shinnecock Court, Jacksonville, Florida 32225. The initial registered agent is Julienne J. Bellamy. The initial street and mailing address of the corporation is 12741 Shinnecock Court, Jacksonville, Florida 32225.

ARTICLE VII
Initial Directors

The initial board of director of this corporation is:

Julienne J. Bellamy 12741 Shinnecock Court
Jacksonville, Florida
32225

ARTICLE VIII

The name and address of the incorporator signing these articles is:

Julienne J. Bellamy 12741 Shinnecock Court
Jacksonville, Florida
32225

ARTICLE IX
Amendments

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, Julienne J. Bellamy, being the incorporator and the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate and by declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 13th day of August, 2001.


JULIENNE J. BELLAMY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

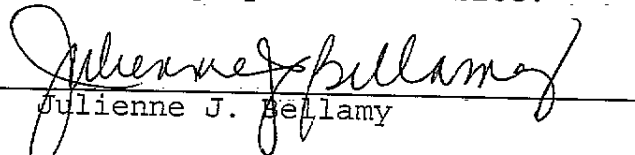
Certification Designating Place of Business or
Domicile for the Service of Process Within
This State, Naming Agent Upon Which Process
May Be Served

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

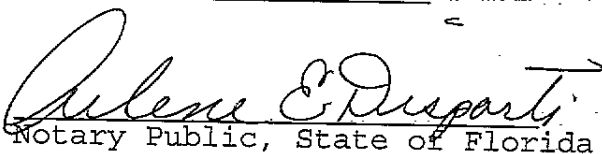
First: That ProMotives, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named Julianne J. Bellamy as its agent to accept service of process within the state.

ACKNOWLEDGMENT:


Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Julianne J. Bellamy

Sworn to and subscribed before me
this 13th day of August, 2001
appeared Julianne J. Bellamy, who is
personally known to me or who
produced the following identification.


Notary Public, State of Florida

Notary Name (Print)
My Commission expires:

 Ariene E Dispart
My Commission CC845918
Expires August 3, 2003