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Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.****INTECH PROFESSIONAL USA, INC.**

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**ARTICLES OF INCORPORATION  
OF  
INTECH PROFESSIONALS USA, INC.**

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The undersigned, acting as incorporator of INTECH PROFESSIONALS USA, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is INTECH PROFESSIONALS USA, INC. (the "Corporation").

**ARTICLE II. ADDRESS**

The mailing address of the Corporation is 6960 Professional Parkway East, Suite 100, Sarasota, Florida 34240.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 500,000 shares of common stock having a par value of \$.01 per share and 500,000 preferred shares of stock having a par value of \$.01 per share.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 6960 Professional Parkway East, Suite 100, Sarasota, Florida 34240, and the name of the Corporation's initial registered agent at that address is Berthold Kastel.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Allison E. McCarthy  
One East Broward Boulevard  
Suite 1300  
Fort Lauderdale, Florida 33301

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 3<sup>rd</sup> day of January, 2002.

  
Allison E. McCarthy  
Sole Incorporator