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1 of 1

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FLORIDA PROFIT CORPORATION OR P.A.

Proteus Investment Management, Inc.

Certificate of Status	0
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10-29-03

**Articles of Incorporation
Of
Proteus Investment Management, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name.

The name of the Corporation is Proteus Investment Management, Inc.

Article II. Principal Office

The principal place of business and mailing address of the corporation is as follows:

17530 Tiffany Trace Drive
Boca Raton, Florida 33487

Article III. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida, with specific activities in the areas of real estate acquisition, management and sales.

Article IV. Capital Stock

The total number of shares of capital stock that the Corporation shall have authority to issue is 10,000, all of which are to be common stock with no Par Value.

Article V. Directors and Officers

The initial Directors and Officers of the corporation are as follows:

President Viktoria Toth 17530 Tiffany Trace Drive Boca Raton, Florida 33487	Treasurer Steve Rothman 15 Tulip Lane New Rochelle, NY 10804
Secretary of the Board Jennifer Ward 5870 Set N Sun Jupiter, FL 33458	

Article VI. Incorporator.

The name and mailing address of the incorporator is:

Viktoria Toth
17530 Tiffany Trace Drive
Boca Raton, Florida 33487

Article VII. Registered Agent.

The name and address of the registered agent is as follows:

Viktoria Toth, 17530 Tiffany Trace Drive, Boca Raton, Florida 33487

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certification, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Viktoría Toth
Viktoría Toth, Registered Agent

10/27/2003
Date

Article VIII. Existence.

The Corporation is to have perpetual existence.

Article IX. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

Article X. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The following actions require a supermajority vote of 80% of the active directors: 1) Approval of an annual budget and or revision to the budget, 2) Distribution of profits, 3) Sale of assets not previously provided for in approved budgets, and 4) Any settlement of claims against the company totaling over \$5,000 or involving any admission by the corporation.
- (g) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder

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shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(h) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefore may be made directly to the Corporation or otherwise, as the Board of Directors may determine.

(i) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(j) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 28 day of

October, 2003

Viktoria Toth
Viktoria Toth

State of Florida)
) ss
County of Palm Beach)

BE IT REMEMBERED that on this date 10/27/03, Viktoria Toth personally came before me, a Notary Public for the State of Florida, known to be the same person who executed the foregoing Articles of Incorporation, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Judith Catan
Notary Public

My commission expires: 4/3/07

