

ROGERS, TOWERS, BAILEY, JONES & GAY

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1301 RIVERPLACE BOULEVARD
SUITE 1500
JACKSONVILLE, FLORIDA 32207

TELEPHONE (904) 398-3911
FAX (904) 396-0663

WM H. HOGGARD - 1884-1987
CHARLES D. TOWERS - 1884-1988
CECIL G. BAILEY - 1901-1982
TAYLOR JONES - 1911-1982
J. EDWIN GAY - 1909-1984

CHARLES D. TOWERS, JR.
JAMES M. McLEAN
FRED M. FRANKEL
DAVID M. FORTER
C. WILLIAM TRINITY
CLYDE A. NEEDLE, JR.
ALLAN F. GREGG
SAMUEL L. LYNCH
G. KENNETH MOORE
DOUGLAS A. WARD
PAUL P. SANFORD
IRVIN M. WEINSTEIN
ROBERT T. HYDE, JR.
H. JOSEPH O'DONNELL
DONALD C. WRIGHT
JOSEPH C. STROUD, JR.
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E. ALLEN
J. KIRBY
T. H. HAINLINE
JEFFREY C. FERGUSON
CHRISTOPHER K. KAZELIP

BURAN C. McDONALD
REBECCY COX MAHON
ANTHONY A. ANDERSON
FRED D. FRANKLIN, JR.
MARCOA PENMAN PARKER
ANNE K. BUZZY
KURT H. DUNKLE
RICHARD L. MAGUINE
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REGINA L. ALBERTINI
EMILY G. PRITCH
GREGORY F. LUNNY
CLINTON A. WRIGHT, III
JOHN F. BRACH
STANLEY MONTGOMERY
MICHAEL J. WOOD
ANDREW M. BROWN

FILED
895 JAN 11 AM 8 40
TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA 32301
(904) 572-7200
FAX (904) 572-7200
FRANK L. JONES
GOVERNMENTAL CONSULTANT
MATTHEW ARINGTON
SPECIAL COUNSEL
HOWARD I. KOTMAN
ALFRED J. POMERANZ
WRITER'S DIRECT DIAL NUMBER:
(904) 346-5559

The State of Florida
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: PROCHECK Plus, Inc.

Dear Sir or Madam:

Enclosed for filing please find the Articles of Incorporation of PROCHECK Plus, Inc. Also enclosed is the corporations's check in the amount of \$70.00 in payment of the filing fees. Once filed, please provide the undersigned with a stamped acknowledgment copy. I have enclosed a self-addressed envelope for your convenience.

If you have any questions please do not hesitate to contact me. Thank you in advance for your assistance in this matter.

Sincerely,

ROGERS, TOWERS, BAILEY, JONES
& GAY, P.A.

Rebecca Marjoni,
Paralegal

Enclosures
cc: Mark Broughton

F. CHESSER JAN 13 1995

ARTICLES OF INCORPORATION
OF

PROCHECK Plus INC.

FIRST: The name of this corporation is:

PROCHECK Plus, Inc.

SECOND: The general nature of the business or businesses to be transacted is to do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

THIRD: The principal office of this corporation will be at 13000 Sawgrass Village Circle, Suite 5, Ponte Vedra Beach, FL 32082 or at such other address as may be determined by the board of directors.

FOURTH: The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of the par value of One Cent (\$.01) each.

FIFTH: The street address of the initial registered office of this corporation is 13000 Sawgrass Village Circle, Suite 5, Ponte Vedra Beach, Florida 32082 and the name of the initial registered agent of this corporation at that address is William Mark Broughton.

SIXTH: The name(s) and address(es) of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

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RPS JAN 11 AM 8 40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


NAMES
William Mark Broughton

ADDRESS
1840 Twelve Oaks Lane E
Neptune Beach, Florida 32266

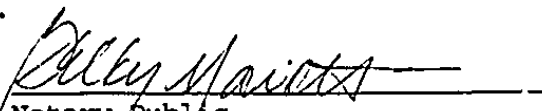
SEVENTH: The name and address of the sole incorporator of the Articles of Incorporation is William Mark Broughton, 1840 Twelve Oaks Lane E., Neptune Beach, Florida 32266.

Articles of Incorporation (Page 2)

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 3rd day of January, 1995.


William Mark Broughton,
Sole Incorporator

Attested this 9th day of January, 1995. My notary expires on _____, BY WILLIAM MARK BROUGHTON, who is personally known to me.


Notary Public
State of Florida



BECKY MARIOTTI
MY COMMISSION # CC 127525 EXPIRES
August 10, 1995

CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

That PROCHECK Plus, Inc., a corporation duly organized and existing under the laws of the State of Florida, has named William Mark Broughton as its Registered Agent, located at 1840 Twelve Oaks Lanes, Neptune Beach, Florida 32266, State of Florida, as its agent to accept service of process within Florida.

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 all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501, Florida Statutes.


William Mark Broughton

Attested this 9th day of January, 1995. My notary expires on _____, by WILLIAM MARK BROUGHTON, who is personally known to me.


Notary Public
State of Florida



BECKY MARIOTT
MY COMMISSION # CC 127525 EXPIRES
August 10, 1995

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1995 JAN 11 AM 8:40

FILED