

P95000027980

VEGA, BROWN, STANLEY, MARTIN & ZELMAN, P.A.

THOMAS H. BROWN
LAWRENCE D. MARTIN
JOHN F. STANLEY
GEORGE VEGA, JR.
THEODORE ZELMAN
SHARON M. HANLON
MICHAEL G. MOORE
PAULA J. BRUADA
JOHN G. VEGA
THOMAS J. WOOD

2800 AIRPORT ROAD SOUTH
DADESBORO, FLORIDA 33007-4800
TELECOPIER (904) 224-0400
TELEPHONE (904) 224-3100

April 4, 1995

Secretary of State
Corporations Division
The Capitol
Tallahassee, Florida 32304

Re: The Diogenes Group, Inc.

Dear Sirs:

Attached are the original and one copy of Articles of Incorporation for the above, together with our check for \$122.50 for filing fees.

Sincerely,

Michael G. Moore
Michael G. Moore

jb
att.

100001448211
-04/05/95--01091--011
****122.50 ****122.50

SECRET

Business

Business

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is: Vega, Brown, Stanley, Martin & Zelman, P.A., 2660 Airport Road South, Naples, Florida 33962, and the name of the initial Registered Agent at such address is Michael G. Moore.

ARTICLE VI

The initial Board of Directors shall consist of one member, who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII

The name and address of the initial Incorporator is:

Michael G. Moore
930 6th Street South
Naples, Florida 33940

ARTICLE VIII

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.

ARTICLE IX

The address of the principal office is: 4751 Gulfshore Boulevard North, Suite 1701, Naples, Florida 33940.

ARTICLE X

The shareholders of this corporation shall be allowed the vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than 24 hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Naples, Florida on this 4th day of April, 1995.

Michael G. Moore
Michael G. Moore

Incorporator
Title

4 April, '95
Date

CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

Pursuant to the provisions of Section 607.051, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

One: The name of the corporation is The Diogenes Group, Inc.

4751 Gulfshore Blvd. North, Suite 1701
Naples, Florida 33940

Two: The name and address of the Registered Agent and office is:

Michael G. Moore
Vega, Brown, Stanley, Martin & Zelman, P.A.
2660 Airport Road South
Naples, Florida 33962

My Moore
Signature

Incorporation
Designated Title

4 April, '95
Date

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

My Moore
Michael G. Moore

4 April, '95
Date

P95000027980

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1997

THE DIOGENES GROUP, INC.
576 14TH AVENUE SOUTH
NAPLES, FL 34102 US

SUBJECT: THE DIOGENES GROUP, INC.
Ref. Number: P95000027980

Debit Memo #: 6497-G

This is to inform you that check #1020 in the amount of \$165.00 submitted with the annual report for THE DIOGENES GROUP, INC. has been returned by your bank because of ACCOUNT CLOSED.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after June 28, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 597A00021856

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****180.00 ****180.00

June 18, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: THE DIOGENES
GROUP, INC.

DEBIT MEMO: # 6497-G

CHECK #: 1020