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THORP, REED & ARMSTRONG
ONE RIVERFRONT CENTER
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August 15, 1995

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Proteus Group, Inc.

Dear Sir or Madam:

800001567898
-08/24/95--01003--003
70.00 **70.00

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and the firm's check in the amount of \$70.00 which represents the filing fee (\$35.00) and payment for the designation of registered agent (\$35.00).

Please return the filed document and/or direct any questions to:

Richard D. Rose, Esquire
Thorp, Reed & Armstrong
One Riverfront Center
Pittsburgh, PA 15222
(412) 394-2303

Your assistance in this matter is appreciated.

Very truly yours,

Margaret A. Galway
Margaret A. Galway
Legal Assistant

mag/208165
Enclosures

cc: Michael J. Seekings
Richard D. Rose, Esq.

SN 8/24/95 confirmed w/ Ross. Zip code in article II as 32789

FILED
AUG 23 AM 8:40
TALLAHASSEE, FLORIDA
DEPT. OF STATE

ARTICLES OF INCORPORATION

OF

PROTEUS GROUP, INC.

FILED

95 AUG 23 AM 8:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Proteus Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1614 Roundeley Lane
Winter Park, FL 32789

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Thousand (10,000)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Gary Smith
1614 Roundeley Lane
Winter Park, FL 32789

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Richard D. Rose
Thorp, Reed & Armstrong
One Riverfront Center
Pittsburgh, PA 15222

The undersigned has(have) executed these Articles of Incorporation this

14th day of AUGUST, 19 95.



Signature/Title Incorporator

Signature/Title

Signature/Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, 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.

1. The name of the corporation is: Proteus Group, Inc.

2. The name and address of the registered agent and office is:

Gary Smith

(NAME)

1614 Roundeley Lane

(P.O. BOX **NOT** ACCEPTABLE)

Winter Park, FL 32789

(CITY/STATE/ZIP)

SIGNATURE

Gary Smith
(corporate officer)

TITLE

Secretary/Treasurer

DATE

8-9-95

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.

SIGNATURE

Gary Smith

DATE

8-9-95

FILED
AM 8:43
SECRET
FLORIDA