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TRANSMITTAL LETTER

97 MAR 24 PM 2: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-03/24/97--01026--019
****131.25 ****131.25

SUBJECT: PROTEUS CREATIVE COMMUNICATIONS CORP., USA
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CHRISTOPHER G. COTTRELL
Name (Printed or typed)

129 SEASIDE CIRCLE
Address

PONTE VEDRA BEACH, FL 32082
City, State & Zip

800-366-5456
Daytime Telephone number

JK
3/27/97

NOTE: Please provide the original and one copy of the articles.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation.

ARTICLE I

The name of the corporation shall be:

Proteus Creative Communications Corp., USA

ARTICLE II

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

129 Seaside Circle
Ponte Vedra Beach, FL 32082

ARTICLE III

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

10,000

ARTICLE IV

The name and address of the initial registered agent is:

Christopher G. Cottrell
129 Seaside Circle
Ponte Vedra Beach, FL 32082

**ARTICLE V
INCORPORATOR(S)**

1. The names and street addresses of the incorporators to these Articles of Incorporation are:

Christopher G. Cottrell - President and CEO (40% shareholder)
129 Seaside Circle
Ponte Vedra Beach, FL 32082

Proteus Creative Communications Limited (60% Shareholders)
3-8 Redcliffe Parade West, Bristol BS1 6SP, United Kingdom
Keith P. Cottrell - Chairman
David A. Sweet - Creative Director

Belinda J. Cottrell - Clerk (non-voting)
129 Seaside Circle
Ponte Vedra Beach, FL 32082

2. The purpose of the corporation is to engage in the following business activities:

(a) To carry on the business of advertising, direct mail, graphic design and print, corporate and product identity, display and exhibition work.

(b) To carry on any other business which may be lawfully carried on by a corporation organized under Chapter 607, Florida Statutes.

ARTICLE V (continued)

3. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

Any stockholder, including heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, in the manner following:

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer, and the name of one arbitrator. The directors shall within sixty days thereafter either accept the offer, or, by notice to him in writing, name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have sixty days within which to purchase the same at such valuation, but if at the expiration of sixty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the right in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

ARTICLE V (continued)

4. Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution , or for limiting, defining or regulating the powers of the corporation, or of its directors or stockholders, or any class of stockholders:

(a) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action taken by the stockholders.

(b) Meetings of the stockholders may be held anywhere in the United States or the United Kingdom.

(c) The corporation may be a partner in any business enterprise it would have power to conduct by itself.

(d) The directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or stockholder of this corporation individually, or any individual having any interest in any concern which is a stockholder of this corporation, or any concern in which any such directors, officers, stockholders or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this corporation, and

(1) such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact;

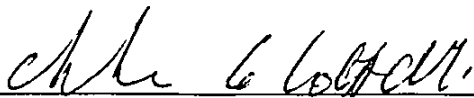
(2) no such director, officer, stockholder or individual shall be liable to account to this corporation for any profit or benefit.

5. The par value of common shares is \$1.00 with 10,000 shares issued.

6. Shareholders of this corporation will not be personally liable for contracts, agreements or any other actions of this corporation.

ARTICLE V (continued)

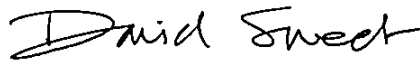
7. The undersigned incorporators have executed these Articles of Incorporation this
TWENTY FIRST day of MARCH, 1997



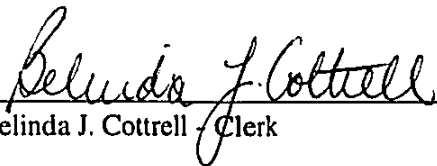
Christopher G. Cottrell - Pres. & CEO



Keith P. Cottrell - Chairman



David A. Sweet - Creative Dir.



Belinda J. Cottrell - Clerk

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 CREATIVE COMMUNICATIONS
CORP., USA

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

CHRISTOPHER G. COTTRELL
(NAME)

129 SEASIDE CIRCLE
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

PONTE VEDRA BEACH, FL 32082
(CITY/STATE/ZIP)

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)

3/21/97
(DATE)