

*Law Office*  
**P97000051524**  
*Lamont & Neiman, P.A.*

ROBERT S. LAMONT  
JAN S. NEIMAN  
A. STEPHEN KOTLER  
ELLEN BETH BELLET  
GREGORY M. NORDT

Reply To: Miami Office

June 9, 1997

Secretary of State of Florida  
Corporate Division  
409 East Gaines Street  
Tallahassee, Florida 32301

**FEDERAL EXPRESS**

Re: Articles of Incorporation  
Diversity Management, Inc.

**MIAMI OFFICE**  
ONE BISCAYNE TOWER • SUITE 3550  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
(305) 530-9400  
FAX (305) 530-9409

**BOCA RATON OFFICE**  
980 NORTH FEDERAL HIGHWAY  
SUITE 440  
BOCA RATON, FLORIDA 33432  
(561) 391-1266  
MIAMI LINE (305) 358-8710

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-06/10/97--01062--016  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

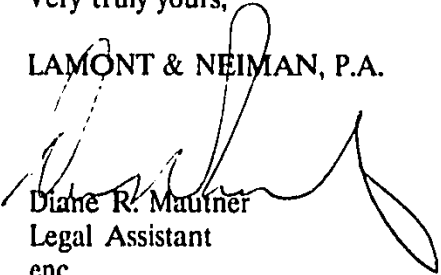
Enclosed for filing, please find an original and one copy of Articles of Incorporation of  
DIVERSITY MANAGEMENT, INC

Also enclosed is our cost check of \$122.50.

Please send the certified copy of the Articles of Incorporation to the undersigned in the pre-  
addressed stamped envelope enclosed.

Very truly yours,

LAMONT & NEIMAN, P.A.

  
Diane R. Maurer  
Legal Assistant  
enc.

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97 JUN 10 AM 10:21  
TALLAHASSEE, FLORIDA  
STATE



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 14, 1997

KANDELL BENTLEY-BAKER  
IGI INTERNATIONAL INC.  
13899 BISCAYNE BLVD., SUITE 205  
N. MIAMI BEACH, FL 33181

The name DIVERSITY MANAGEMENT, INC. has been reserved for 120 days beginning February 14, 1997. The reservation number is R9700000741 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 797A00007982

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97 JUN 10 AM 10:21

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
DIVERSITY MANAGEMENT, INC.  
a Florida Corporation**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be:

**DIVERSITY MANAGEMENT, INC.**

**ARTICLE II  
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,200 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV  
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V  
EXISTENCE**

The Corporation shall commence its existence upon the filing of these Articles of Incorporation.

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

**ARTICLE VI**

**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: LAMONT & NEIMAN, P.A.

INITIAL REGISTERED OFFICE: One Biscayne Tower  
Suite 3550  
Two South Biscayne Boulevard  
Miami, Florida 33131

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

LAMONT & NEIMAN, P.A.

By: Robert S. Lamont  
Robert S. Lamont, President

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STATE  
OF FLORIDA

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

**ARTICLE VIII  
INITIAL DIRECTORS**

The name and address of the initial member of the Board of Directors is:

Joseph M. Thomas  
13899 Biscayne Boulevard  
Suite 205  
North Miami Beach, Florida 33181

**ARTICLE IX  
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X  
PRINCIPAL OFFICE**

The principal office of the corporation is:

13899 Biscayne Boulevard  
Suite 205  
North Miami Beach, Florida 33181

**ARTICLE XI  
MAILING ADDRESS**

The mailing address of the corporation is:

13899 Biscayne Boulevard  
Suite 205  
North Miami Beach, Florida 33181

**ARTICLES XII  
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XIII  
INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation is:

Joseph M. Thomas  
13899 Biscayne Boulevard  
Suite 205  
North Miami Beach, Florida 33181

**ARTICLE XIV  
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

✓ **IN WITNESS WHEREOF**, I, the Incorporator, have executed these Articles of Incorporation this 9<sup>TH</sup> day of JUNE, 1997.

  
Joseph M. Thomas  
Incorporator