



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 596519 11364A

AUTHORIZATION :

COST LIMIT :

Patricia Pigut

ORDER DATE : November 11, 1997

ORDER TIME : 9:19 AM

ORDER NO. : 596519-005

CUSTOMER NO: 11364A

CUSTOMER: Tony Landino, Cpa
ROBBINS & LANDINO, P.A.

Suite 305
4901 N.w. 17th Way
Fort Lauderdale, FL 33309

100002344061--2

DOMESTIC FILING

NAME: PROMETHEUS SOLUTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 AM 10:27

RECEIVED
97 NOV 12 AM 10:24
141 AMESB

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 AM 10:28

ARTICLES OF INCORPORATION
OF
PROMETHEUS SOLUTIONS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PROMETHEUS SOLUTIONS, INC.

The address of the principal office of this corporation shall be 630 Tennis Club Drive, Suite 308, Ft. Lauderdale, Florida 33311 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4901 Northwest 17th Way, Suite 305, Ft. Lauderdale, Florida 33309, and the name of the initial registered agent of the corporation at that address is Robbins & Landino., P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Paul Tiberion	630 Tennis Club Drive, Suite 308
Dir.	Ft. Lauderdale, Florida 33311

Freddy Laker, Jr.	Same
Dir.	

Karl Miller	Same
Dir.	

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on November 11, 1997.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

SKD/das

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97 NOV 12 AM 10:28

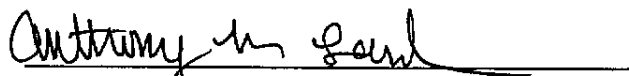
**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

Robbins and Landino, P.A., a corporation residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

PROMETHEUS SOLUTIONS, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:



Anthony M. Landino, CPA
For the firm
Robbins and Landino, P.A.
4901 N.W. 17th Way - Suite 305
Fort Lauderdale, Florida 33309