

P98000075511

TRANSMITTAL LETTER

FROM:

Name of corporation: PRODEIM, INC.

Street address of the corporation: 6517 Ami Ann Court, Lakeland, Florida 33813

RE: Letter Number: 798A00041644

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-08/05/98--01054--009
*****70.00 *****70.00

TO: CORPORATIONS DIVISION

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A certified check or money order in the amount of \$70.00 for filing fees has already been sent and received by your department.

A certified copy is not requested at this time.

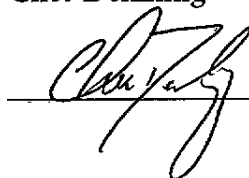
FILED
98 AUG 28 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please send responses or receipts concerning this filing to the above address.
Thank you very much.

Date: August 25, 1998

Name of Incorporator: Chet Deimling

Signature of Incorporator:







FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 11, 1998

CHET DEIMLING
6517 AMI ANN COURT
LAKELAND, FL 33813

SUBJECT: PROMEDIA, INC.
Ref. Number: W98000018156

We have received your document for PROMEDIA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 798A00041644

ARTICLES OF INCORPORATION
of
PRODEIM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of Incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is:

PRODEIM, INC.

Article 2. The principal place of business and mailing address of this corporation is:

6517 Ami Ann Court, Lakeland, Florida 33813

Article 3. The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

Chet Deimling
6517 Ami Ann Court, Lakeland, Florida 33813

Article 5. The name and street address of the incorporator of this corporation is:

Chet Deimling
6517 Ami Ann Court, Lakeland, Florida 33813

Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date: August 25, 1998

Name of Incorporator: Chet Deimling

Signature of Incorporator:



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CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

PRODEIM, INC.

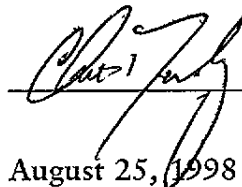
1. The name and address of the corporation's registered agent and registered office is:

Name: Chet Deimling

Street address: 6517 Ami Ann Court, Lakeland, Florida 33813

Having been named as the 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 of registered agent:



Date of signature:

August 25, 1998