

P98000080468

Law Office Of

JOSEPH EVANSON

1100 Cleveland Street
Suite 1617
Clearwater, FL 33755

Telephone
(727) 446-6360

TRANSMITTAL LETTER

September 8, 1998

000002638260--6
-09/14/98--01070--017
***122.50 ***122.50

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

SUBJECT: PROMETHEUS, INC.

Enclosed please find the original Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is a check for the amount stated below:

<input checked="" type="checkbox"/> \$122.50	Filing Fee and Certified Copy
<input type="checkbox"/> \$131.25	Filing Fee, Certified Copy and Certificate
<input type="checkbox"/> \$ 70.00	Filing Fee
<input type="checkbox"/> \$ 78.75	Filing Fee and Certificate

Thank you for your courtesies in this matter.

Sincerely,

JOSEPH G. EVANSON
Encl. (as stated)

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 SEP 14 AM 10:36

FILED

CS
9-17-98
4

FILED
98 SEP 14 AM 10:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PROMETHEUS INC.

ARTICLE I. CORPORATE NAME

The name of this Corporation is PROMETHEUS INC., and its business address is 14813 US Highway 19, Hudson Florida 34667.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact 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 issue and have outstanding at any one time is 100 shares of common stock having no par value.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office for this Corporation in the State of Florida shall be: MICHAEL PASSARELLA; 2804 Bridlewood Court, Palm Harbor, FL 34684. The board of directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VS. BOARD OF DIRECTORS

This Corporation shall have one director(s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name(s) and street address(es) of the initial director(s) of this Corporation is (are) MICHAEL PASSARELLA, 2804 Bridlewood Court, Palm Harbor, FL 34684. The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until their successor(s) is (are) elected or appointed and have qualified, whichever occurs first.

whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is MICHAEL PASSARELLA 2804 Bridlewood Court, Palm Harbor, FL 34684.

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

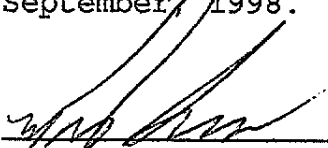
ARTICLE X. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the day of September, 1998.



MICHAEL PASSARELLA
INCORPORATOR

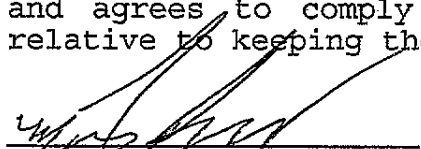
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, the following is submitted:

That PROMETHEUS INC., desiring to organize under the laws of the State of Florida has named MICHAEL PASSARELLA, located at 2804 Bridlewood Court, Palm Harbor, FL 34684, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



MICHAEL PASSARELLA
REGISTERED AGENT

FILED
98 SEP 14 AM 10:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA