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THE UNITED STATES CORPORATION COMPANY

99 JUL 30 PM 3:45

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 325415 7108182

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 30, 1999

ORDER TIME : 11:10 AM

ORDER NO. : 325415-005

CUSTOMER NO: 7108182

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-07/30/99--01077--006
*****70.00 *****70.00

CUSTOMER: David L. Giorgione, President
NATIONAL BUSINESS
NATIONAL BUSINESS
16807 Us Highway 19 North
Suite #a
Clearwater, FL 33764

DOMESTIC FILING

NAME: PROACTIVECT TECHNOLOGIES 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: Janine Lazzarini

EXAMINER'S INITIALS:

PH 7/30/99 ✓

RECEIVED
99 JUL 30 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ProActiveCT Technologies Inc.

FILED

99 JUL 30 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: ProActiveCT Technologies Inc.

ARTICLE II PRINCIPAL OFFICE

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

16807 U.S. Highway 19 North - Suite A
Clearwater, FL 33764

ARTICLE III CAPITOL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 7,500

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

David Giorgione
16807 U.S. Highway 19 North - Suite A
Clearwater, FL 33764

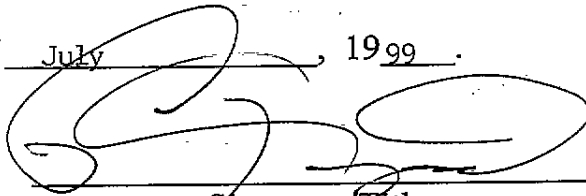
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Richard J. Thurgood
16807 U.S. Highway 19 North - Suite A
Clearwater, FL 33764

The undersigned has (have) executed these Articles of Incorporation this

28th Day of July, 1999.



Signature/Title

Richard J. Thurgood, Incorporator

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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.

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JUL 29 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

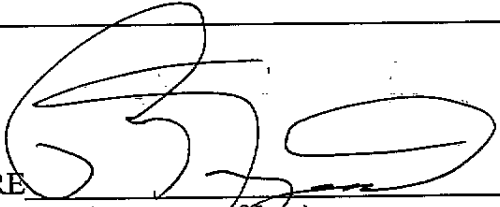
1. The name of the corporation is: ProActiveCT Technologies Inc.

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

David Giorgione
(NAME)

16807 U.S. Highway 19 North - Suite A
(P.O. BOX NOT ACCEPTABLE)

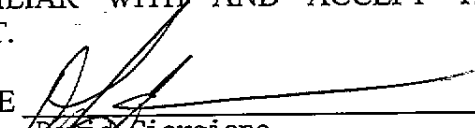
Clearwater, FL 33764
(CITY/STATE/ZIP)

SIGNATURE 
(corporate officer)
Richard J. Thurgood

TITLE President

DATE July 28, 1999

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 
David Giorgione

DATE 7/28/99