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MJC

75-L Oakbrook Drive, Williamsville, NY 14221~716-688-4947

November 4, 1999

Florida Department of State
Division of Corporation
New Filings Section
Post Office Box 6327
Tallahassee, FL 32314

900003043099--6
-11/12/99--01102--001
*****78.75 *****78.75


RE: Incorporation of Frontier Capital Group, Inc.

Dear Madam/Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, which we ask that you file. Also enclosed is our check in the amount of \$78.75, which represents the fee for same. Kindly provide us with a certified copy of the Articles.

Should you have any questions please contact me at 716-688-4947.

Yours truly,



Marc J. Cannatella

FILED
1999 NOV 12 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marc Cannatella GAVE
AUTHORIZATION BY PHONE TO
CORRECT Incorp. Signature
DATE 11-16-99
DOC. EXAM CH

A. Howell NOV 16 1999

1.0000000716373

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FRONTIER CAPITAL GROUP, INC.
(FLORIDA CORPORATION)**

The undersigned, acting as Incorporator, of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name and principal place of business of the corporation is:

Frontier Capital Group, Inc.,
4014 Audubon Drive
Largo, FL 33771

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred shares of One Dollar par value Common Stock.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and Florida street address of the initial registered agent and office of the Corporation is Marc J. Cannatella, 4014 Audubon Drive, Largo, FL. 33771

ARTICLE V - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one director to hold office until the first annual meeting of the shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office, or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation is:

Marc J. Cannatella
4014 Audubon Drive
Largo, FL 33771
President, Secretary, Treasurer, Director

ARTICLE VI - INCORPORATOR

The name and the address of each incorporator is:

Marc J. Cannatella
4014 Audubon Drive
Largo, FL 33771

ARTICLE VII - AMENDMENTS

The power to amend these Articles of Incorporation in accordance with the law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day November 1999.

Incorporator: Marc J. Cannatella
Marc J. Cannatella

The foregoing instrument was acknowledged before me this 8 day of November, 1999, by Marc J. Cannatella, who is personally known to me or ✓ who produced Florida ID Card as identification and who did take an oath. C 534-550-68-242-0

Katherine A. Bielecki
(signature of notary taking acknowledgement)

KATHERINE A. BIELECKI
Notary Public, State of New York
Qualified in Erie County
Reg. No. 01815015000
My Commission Expires July 22, 2001

KATHERINE A. BIELECKI
(printed name of notary taking acknowledgement)

FILED

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMES AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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 QUESTIONS OF MY POSITION AS REGISTERED AGENT.

DATE: 11-8-99

BY: Marc J. Cannatella

Marc J. Cannatella, Registered Agent
& Incorporator