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2/02/99

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: BANKERS INSURANCE CO.

ACCT#: 074230003715

CONTACT: G. KRISTIN DELANO

PHONE: (800)627-0000

FAX #: (813)823-6518

NAME: PREMIER PRODUCTS OF AMERICA, INC.

AUDIT NUMBER.....H99000002572

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION  
OF  
PREMIER PRODUCTS OF AMERICA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND  
FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION  
UNDER THE LAWS OF THE STATE OF FLORIDA

ARTICLES I.

NAME

The name of this corporation is PREMIER PRODUCTS OF AMERICA, INC.

ARTICLES II.

PURPOSE

This corporation may engage in any activity or business permitted under the laws  
of the United States and of the State of Florida

ARTICLES III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to  
have outstanding at any time is 500 shares of common stock at One and no/100 (\$1.00)  
Dollars per share par value.

This instrument was prepared  
by and return to:  
Nancy C. Haire  
P.O. Box 15707  
St. Petersburg, FL 33733  
(727) 823-4000 ext. 4417

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ARTICLES IV.

DURATION

This corporation is to exist perpetually

ARTICLES V.

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 6822 22<sup>nd</sup> Avenue North, Suite 223, St. Petersburg, FL 33710, Pinellas, County, Florida .

The name and street address of the initial registered agent of the corporation in the State of Florida is: JOHN M. CARLIN at 6822 22<sup>nd</sup> Avenue North, Suite 223, St. Petersburg, FL 33710. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLES VI.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have one (1) director, the name(s) of whom are as follows:

NAME

ADDRESS

John M. Carlin

6822 22<sup>nd</sup> Avenue North, Suite 223,  
St. Petersburg, FL 33710

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02-02-99 08:56AM

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TO 18509224001

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ARTICLES VII

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAME

ADDRESS

John M. Carlin

6822 22<sup>nd</sup> Avenue North, Suite 223,  
St. Petersburg, FL 33710

ARTICLES VIII

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

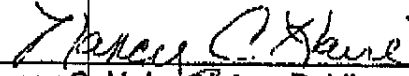
IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: John M. Carlin .

Dated this 30 day of January, 1999.

  
John M. Carlin

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30 day of January, 1999, by John M. Carlin, as Incorporator of PREMIER PRODUCTS OF AMERICA, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or who has produced as identification, and did take an oath.

  
Nancy C. Haire, Notary Public  
Serial Number: No. CC 440661  
My Commission Expires: 3/25/99



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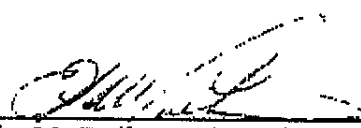
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That PREMIER PRODUCTS OF AMERICA, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named John M. Carlin, located at 6822 22<sup>nd</sup> Avenue North, Suite 223, St. Petersburg, FL 33710, Pinellas, County, Florida as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
John M. Carlin, Registered Agent

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TALLAHASSEE, FLORIDA