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TRANSMITTAL LETTER

Leon
Law
Office

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

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*****78.75 *****78.75

SUBJECT: PRIME PROFESSIONALS, INC.

Enclosed is the original and one (1) copy of the Articles of Incorporation; the Certificate of Designation and a check for \$78.75. Please send one Certificate of Status.

FROM: Lisa M. Leon
Leon Law Office
4475 US 1 South, Suite 201
St. Augustine, FL 32086

Lisa Marcel Leon

4475 US 1 South
Suite 201
St. Augustine, FL
32086

Phone
904 794-7190

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PRIME PROFESSIONALS, INC.**

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

Article I NAME

The name of the corporation shall be: PRIME PROFESSIONALS, INC.

Article II PRINCIPAL OFFICE

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

4211 US 1 South
Suite 28
St. Augustine, FL 32086

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Article III CAPITAL STOCK

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

<u>Number</u>	<u>Class</u>	<u>Par value per share</u>
100	Common	No Par

The preferences, limitations, designation and relative rights of Common Stock are as follows:

- 1) Ratable participation in earnings by way of cumulative dividends when and if declared by the Board of Directors out of legally available funds;
- 2) Ratable voting rights of one vote per share; and
- 3) Ratable participation in net assets after satisfying creditors upon liquidation.

Article IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

Article V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Lisa M. Leon
4475 US 1 South
Suite 201
St. Augustine, FL 32086

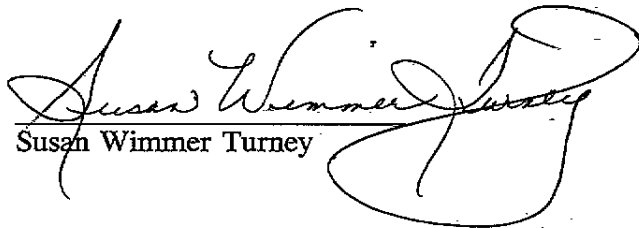
Article VI INCORPORATORS

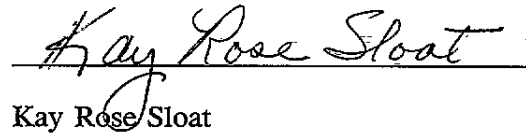
The name and street address of the incorporators to these Articles of Incorporation are:

Susan Wimmer Turney
4053 Seminole Point Court
St. Augustine, FL 32086

Kay Rose Sloat
27 Williams Street
St. Augustine, FL 32084

The undersigned have executed these Articles of Incorporation this 16th day of March, 1999.


Susan Wimmer Turney


Kay Rose Sloat

**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.

1. The name of the corporation is PRIME PROFESSIONALS, INC.
2. The name and address of the registered agent and office is:

Lisa M. Leon
4475 US 1 South
Suite 201
St. Augustine, FL 32086

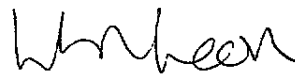
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Lisa M. Leon

March 16, 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 simultaneously with this designation 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 a registered agent.



Lisa M. Leon

March 16, 1999