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Transmittal Letter

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

FILED
JAN 16 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800001689378
-01/16/96--01031--003
*****70.00 *****70.00

Subject: PRIMUS Financial Services Inc.

100001689761
-01/23/96--01004--005
*****215.00 *****215.00

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for
\$ 70.00 for the filing fee and certificate.

Thank you.

3620
check for 215.
attached
1-19-96

W 26- 1382

Robert C. Lau
2901 South Bayshore Drive, #1E
Miami, FL 33133

Telephone: 305-445-8776

F. CHESSEY JAN 25 1996

Transmittal Letter

Ms. Freida Chesser
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 23399

FILED
95 JAN 16 PM 2:16
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Subject: PRIMUS Financial Services Limited Company

Thank you for your assistance in filing the above named Limited Liability Company.

Enclosed is an original and one copy of the Articles of Organization of the above named Limited Liability Company and a check in the amount of \$215.00 for \$250.00 for the filing fee and certificate and \$35.00 for designation of Registered Agent, less the \$70.00 you are presently holding.

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95 JAN 16 PM 2:17
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Kindly form this limited liability company for us.

Thank you.

**Robert C. Lau
2901 South Bayshore Drive, #1E
Miami, FL 33133**

Telephone: 305-445-8776



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 18, 1996

ROBERT C LAU
2901 S BAYSHORE DR #1E
MIAMI, FL 33133

SUBJECT: PRIMUS FINANCIAL SERVICES INC.
Ref. Number: W96000001382

We have received your document for PRIMUS FINANCIAL SERVICES INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 596A00002317

**Articles of Organization
for LIABILITY
PRIMUS Financial Services Limited Company**

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96 JAN 16 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the Limited Liability Company is PRIMUS Financial Services Limited Liability Company.

ARTICLE II

Address:

The mailing address and street address of the principal office of the Limited Liability Company is 2901 South Bayshore Drive, #1E, Miami, FL 33133.

ARTICLE III

Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

Managing Member

(b)
The Managing Member who will manage the Limited Liability Company is:

Robert C. Lau, President	Edward L. Reid
2901 South Bayshore Drive, #1E	3430 Alhambra Cir.
Miami, FL 33133	Coral Gables, FL 33134

ARTICLE V

Admission of Additional Members

Additional Members who make a capital contribution prescribed by the Managing Member of the Limited Liability Company may be admitted, provided the ownership of all Additional Members of the Limited Liability Company in addition to the Managing Member may not exceed 50% of the ownership of the Limited Liability Company.

ARTICLE VI

Members Rights to Continue Business

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be: the Limited Liability Company shall be reconstituted after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company unless no less than 75% of the ownership of the limited liability company votes to discontinue the business.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PRIMUS Financial Services Limited Company deposes and says:

- 1) The above names limited liability company has at least two members.
- 2) The total amount of cash that has been contributed by Members is \$285.
- 3) The total amount of cash or property that has been contributed by members(s) is \$285.



Robert C. Lau
Managing Member

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is PRIMUS Financial Services Limited
Company.

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

Robert C. Lau
2901 South Bayshore Drive, #1E
Miami, FL 33133

*Having been named as registered agent to accept service of process for the above
stated limited liability company 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.*

Robert C. Lau
ROBERT C. LAU, REGISTERED AGENT

1/19/96
DATE

FILED
96 JAN 16 PM 2:17
CLERK OF STATE
TALLAHASSEE, FLORIDA