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January 27, 2000

FILED
00 FEB 16 PM 6:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399

800003123848--0
-02/04/00--01006--005
*****78.75 *****78.75

Re: Articles of of Premiere Financial Corporation

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced company and a check in the amount of \$78.75 representing the filing fee to register same. Please forward a copy of the recorded documents to the following address:

Kenneth L. Salomone
1701 West Hillsboro Boulevard
Suite 302
Deerfield Beach, FL 33442

We thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact our offices at 954-571-910.

9910

Sincerely,

Kenneth L. Salomone,

789,2544,2551,2550
W00-3596

D. BROWN: FEB 17 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 9, 2000

KENNETH L. SALOMONE
1701 WEST HILLSBORO BOULEVARD
SUITE 302
DEERFIELD BEACH, FL 33442

SUBJECT: PREMIERE FINANCIAL CORPORATION
Ref. Number: W00000003596

We have received your document for PREMIERE FINANCIAL CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE PHONE NUMBER ON YOUR COVER LETTER IS INCOMPLETE. IT
READS (954) 571-910 UNABLE TO COMPLETE

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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 (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 700A00006794

**ARTICLES OF INCORPORATION
OF
PARTNERS FINANCIAL SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be Partners Financial Services, Inc..

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be set by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

Cynthia Murphy-Salomone, Esq.
1701 W. Hillsboro Blvd, Suite 302
Deerfield Beach, FL 33442

Paul Jagnicz
1701 W. Hillsboro Blvd, Suite 302
Deerfield Beach, FL 33442

ARTICLE X

The initial registered agent of the corporation is Kenneth L. Salomone, Esq.. The street address of the corporation's initial registered office is 1701 W. Hillsboro Blvd, #302, Deerfield Beach, FL 33442.

ARTICLE XI

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

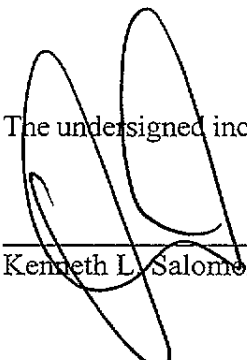
Partners Financial Services, Inc.
1701 W. Hillsboro Blvd, Suite 302
Deerfield Beach, FL 33442

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is

Kenneth L. Salomone, Esq.
1701 W. Hillsboro Blvd, #302
Deerfield Beach, FL 33442

The undersigned incorporator has executed these Articles of Incorporation this _____ day of , 2000.



Kenneth L. Salomone, Esq., Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

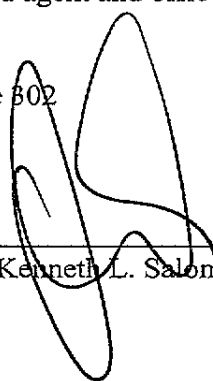
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Partners Financial Services, Inc..

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

Kenneth L. Salomone, Esq.
1701 W. Hillsboro Blvd, Suite 302
Deerfield Beach, FL 33442



Kenneth L. Salomone, Esq., Incorporator / Date

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 TO 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Kenneth L. Salomone, Esq.

Date: 2/15/00