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PLEASE REPLY TO
FORT LAUDERDALE OFFICE

FILED

00 MAY 11 AM 10:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TALLAHASSEE OFFICE

SOUTH MONROE STREET

SUITE 320

TALLAHASSEE, FLORIDA 32301

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NOT MEMBERS OF FLA BAR

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SUSAN HOROVITZ MAURER
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DEBORAH SUSAN PLATZ

May 8, 2000

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

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*****70.00 *****70.00

RE: Premier Consultants International, Inc.

Dear Sir:

Enclosed is the original Articles of Incorporation for filing the above referenced corporation. I have also included my check number 2407 in the sum of \$70.00 to cover the filing fee cost.

A self addressed stamped envelope is provided for the return of the incorporation certificate and stamped copy of the Articles.

Should you need any other information, please do not hesitate to contact me.

Very truly yours,

Deborah J. Moraitis
Deborah Fischer Moraitis

DFM/..

Encl.

f: client\0099\1\0013644\letters\corporations

RA 5/16/00-

ARTICLES OF INCORPORATION
OF
PREMIER CONSULTANTS INTERNATIONAL, INC.

FILED
00 MAY 11 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be: PREMIER CONSULTANTS INTERNATIONAL, INC.

The principal address is: 1730 N.E. 59th Court, Fort Lauderdale, Florida 33334-5945.

ARTICLE II
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of common stock, par value shall be \$.001 per share.

The common stock of the corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a voting common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.

ARTICLE IV
TERMINATION OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles on Incorporation with the Secretary of State of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is Deborah F. Moraitis, 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation are:

Deborah F. Moraitis

1730 N.E. 59 Court
Fort Lauderdale, FL 33334-5945

ARTICLE VII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

ARTICLE VIII
CLASS VOTE

Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is Deborah F. Moraitis, 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308.

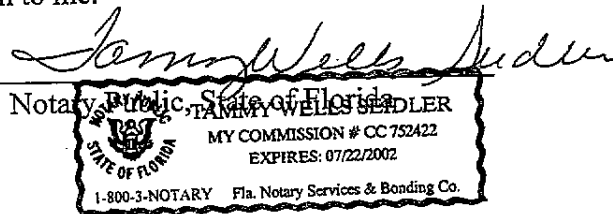
IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation this 9th day of May, 2000.

Deborah F. Moraitis
Initial Subscriber and Incorporator
Deborah F. Moraitis

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 9th day of May, 2000, by Deborah F. Moraitis, who is personally known to me.

My Commission Expires: 7/22/2002



ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.0501 of the Florida Statutes.

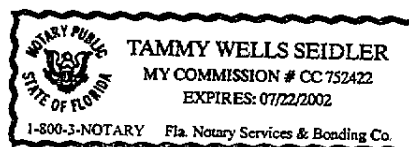
Deborah F. Moraitis
Registered Agent
Deborah F. Moraitis

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 9th day of May, 2000, by Deborah F. Moraitis, who is personally known to me.

Tammy Wells Seidler
Notary Public, State of Florida

My Commission Expires: 7/2/2002



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00 MAY 11 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA