

TRANSMITTAL LETTER
P00007055

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

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-11/13/00--01123--007
*****87.50 *****87.50

SUBJECT: The Premier Group Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: The Premier Group Corporation
Name (Printed or typed)
C/O Matthew E. Warner
South
10360 Fox Trail Road, Suite 1605
Address
Royal Palm Beach, Florida 33411
City, State & Zip
(561) 784-9251
Daytime Telephone number

FILED
00 NOV 13 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Matthew GAVE
AUTHORIZATION BY PHONE TO
CORRECT name
DATE 11-16-00
SEC. EXAM RV

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
PREMIER VENTURES GROUP, INC.

FOR THE STATE OF FLORIDA**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be:

PREMIER VENTURES GROUP, INC.

**ARTICLE II
PRINCIPAL OFFICE**

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

Premier Ventures Group, Inc.
10360 Fox Trail Road South, Suite 1605
Royal Palm Beach, Florida 33411

**ARTICLE III
AUTHORIZED CAPITAL STOCK**

The corporation is authorized to issue **Five Hundred** shares (500) of one dollar(s)
(**\$ 1.00**) par value Common Stock, whic shall be designated " Common Stock ."

**ARTICLE IV
INITIAL REGISTERED AGENT/OFFICE**

The name of the corporation's initial registered agent is: **Matthew E. Warner**

The mailing address of its initial agent is:

Matthew E. Warner
C/O PREMIER VENTURES GROUP, INC.
10360 Fox Trail Road South, Suite 1605
Royal Palm Beach, Florida 33411

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TALLAHASSEE, FLORIDA

ARTICLE V
INCORPORATORS

The name and street address of each incorporator to these Articles of Incorporation is:

Matthew E. Warner
10360 ~~Fox~~ Trail Road South, Suite 1605
Royal Palm Beach, Florida 33411

Dennis M. Wagner
10360 ~~Fox~~ Trail Road South, Suite 1605
Royal Palm Beach, Florida 33411

ARTICLE VI
PROVISIONS

The provisions for the regulations of the internal affairs of the corporation shall be as set forth in the bylaws.

ARTICLE VII
DURATION

This corporation shall exit perpetually unless dissolved accrding to Florida law

ARTICLE VIII
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is:
2. (Two)

The names and addresses of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Matthew E. Warner
10360 ~~Fox~~ Trail Road South, Suite 1605
Royal Palm Beach, Florida 33411

Dennis M. Wagner
10360 ~~Fox~~ Trail Road South, Suite 1605
Royal Palm Beach, Florida 33411

ARTICLE IX
INDEMNITY

To the fullest extent permitted by existing state law as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of duty as a director. No amendment or repeal of this Article nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

ARTICLE X
PREEMPTIVE RIGHTS

The corporation Shall elect to have preemptive rights.

ARTICLE XI
CUMULATIVE VOTING

All shareholders of the corporation Shall be entitled to accumulate their votes for directors. No amendment shall be made to this Article when the number of shares voting against the proposal to amend would be sufficient to elect a director by cumulative voting and such shares are entitled to be voted cumulatively for the election of directors.

The undersigned incorporator(s) have executed these Articles of Incorporation this
1st day of November, 2000

Signed Matthew E. Warner
Matthew E. Warner (INCORPORATOR)

Signed Dennis M. Wagner
Dennis M. Wagner (INCORPORATOR)

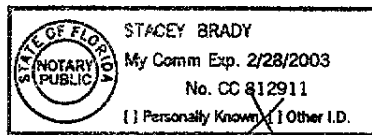
State of Florida }
County of }

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth
above, personally appeared **Matthew E. Warner and Dennis M. Wagner**, known to me and or
has produced as identification FLDL/MILITARY ID
to be the person(s) who executed the foregoing Articles of Incorporation and who acknowledged before
me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and
County aforesaid, this 9 day of November, 2000.

Stacey Brady
Notary Public State of Florida

My Commission Expires:



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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **PREMIER VENTURES GROUP, INC.**
2. The name of the corporation's initial registered agent is Matthew E. Warner and the mailing address of it's initial agent is

Matthew E. Warner *South*
10360 Fox Trail Road, Suite 1605
Royal Palm Beach, Florida 33411

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 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.



Signature of Registered Agent

11-01-2000

Date