

Chapter Number Only

VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

CORPORATION(S) NAME

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

Primera PH, Inc.

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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Cert Copy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

OF

PRIMERA PH, INC.

ARTICLE I.

The name of this Corporation is:

PRIMERA PH, INC.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

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

ARTICLE IV.

This Corporation is authorized to issue 1,000 shares of \$10.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI.
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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TALLAHASSEE FLORIDA

ARTICLE VII.
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

The street address of the initial registered office of this Corporation is: 1040 N.W. 159th Drive, Miami, Florida 33169, and the name of the initial registered agent of this Corporation at that address is: **JOEL ASSERAF**, and the principal place of business is 1040 N.W. 159th Drive, Miami, Florida 33169.

ARTICLE IX.

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Director of this Corporation is:

JOEL ASSERAF
1040 N.W. 159th Drive
Miami, Florida 33169

ARTICLE X.

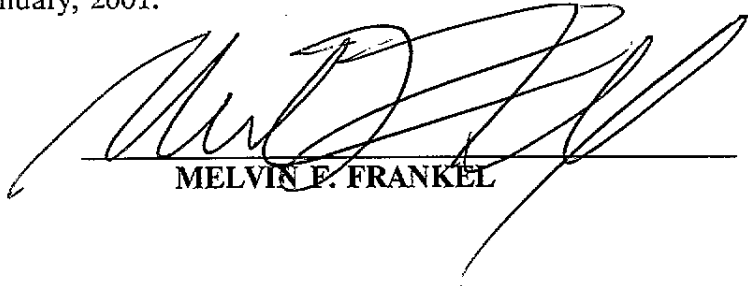
The name and address of the person or entity signing these Articles of Incorporation is:

MELVIN F. FRANKEL
#2130 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131

ARTICLE XI.
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

THE UNDERSIGNED SUBSCRIBER has executed these Articles of
Incorporation this 5 day of January, 2001.



MELVIN E. FRANKEL

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT **PRIMERA PIL, INC.**, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 1040 N.W. 159TH DRIVE, MIAMI, FLORIDA 33169, HAS NAMED JOEL ASSERAF LOCATED AT 1040 N.W. 159TH DRIVE, MIAMI, FLORIDA 33169, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

PRIMERA PIL, INC., a Florida corporation

BY: 

MELVIN F. FRANKEL, ORGANIZER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.


JOEL ASSERAF

Dated: January 5, 2001

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