

PO1000043388

Amaury Martinez
1717 N. Bayshore Drive, Suite 1031
Miami, FL 33132

March 28, 2001

Department of State
Bureau of Corporate Records
P.O. Box 63217
Tallahassee, FL 32314

000003944360--1
-04/02/01--01162--011
*****70.00 *****70.00

In Ref: Premier Development Company

Dear Sir:

There is enclosed the original Articles of Incorporation for the above new corporation together with a check for filing as follows:

Filing Fee	\$35.00
Registered Agent Designation	<u>\$35.00</u>
Total	<u>\$70.00</u>

FILED
01 APR 30 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please process these Articles at your earliest convenience and return the letter of Incorporation as soon as possible.

Sincerely,



Amaury Martinez

Encls.

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W1-7584
TS

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 4, 2001

AMAURY MARTINEZ
1717 N BAYSHORE DR, STE 1031
MIAMI, FL 33132

SUBJECT: PREMIER DEVELOPMENT COMPANY
Ref. Number: W01000007584

We have received your document for PREMIER DEVELOPMENT COMPANY and your check(s) totaling \$70.00. 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.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 301A00020083

ARTICLES OF INCORPORATION
OF
PREMIER DEVELOPMENT COMPANY OF MIAMI, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

Article 1. Name. The name of the Corporation is:

Premier Development Company of Miami, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Duration. The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The Aggregate number of shares which the Corporation is authorized to issue is one hundred (100) share of common stock. Such shares shall be of a single class and shall have no par value.

Article 5. Initial Registered Agent and Principal Office. The name of the initial Registered Agent is:

AMAURY MARTINEZ

and the street address of the initial Registered Office and the Principal Office and the Corporation is:

1717 N. Bayshore Drive, Suite 1031
Miami, FL 33132

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Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation is as follows:

AMAURY MARTINEZ	1717 N. Bayshore Drive, Suite 1031 Miami, FL 33132
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GEORGE GRAHAM, JR.	1717 N. Bayshore Drive, Suite 1031 Miami, FL 33132
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ROBERT ESTEVEZ	1717 N. Bayshore Drive, Suite 1031 Miami, FL 33132
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Article 7. Incorporator. The names and addresses of the Incorporators are as follows:

AMAURY MARTINEZ	1717 N. Bayshore Drive, Suite 1031 Miami, FL 33132
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GEORGE GRAHAM, JR.	1717 N. Bayshore Drive, Suite 1031 Miami, FL 33132
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ROBERT ESTEVEZ	1717 N. Bayshore Drive, Suite 1031 Miami, FL 33132
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Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholder is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price of which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of

stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written signed by the Shareholder.

Article 11. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 30TH day of March, 2001.

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 28th
day of Maarch, 2001, by AMAURY MARTINEZ, who personally appeared before
me and

X is personally known to me

_____ have produced Florida Driver's License as identification.

Print Name: Vanessa Valdes
Notary Public, State of Florida

Notary Stamp:



Vanessa Valdes
Vanessa Valdes
MY COMMISSION # CC939415 EXPIRES
May 23, 2004
BONDED THRU TROY FAIN INSURANCE INC.

CERTIFICATION OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Sections 607.0501 or 617.0501, 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 Development Company of Miami, Inc

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

Amaury Martinez
1717 N. Bayshore Drive, Suite 1031
Miami, FL 33132

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMES 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.

DATED this 30th day of March, 2001.


AMAURY MARTINEZ