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TRANSMITTAL LETTER

FILED
01 JUL 27 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

000004502670--5
-07/27/01--01081--002
*****70.00 *****70.00

SUBJECT: Prime Returns, Inc.
(Proposed corporate name- must include suffix)

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

<u>X</u> \$70.00	78.75	78.75	87.50
Filing Fee	Filing Fee	Filing Fee	Filing Fee,
	& Certificate of Status	& Certified Copy	Certified Copy
			& Certificate of
			Status

ADDITIONAL COPY REQUIRED

FROM: Patrick W. Robson
Name (Printed or typed)
205-150th Avenue
Address
Madeira Beach, FL 33708
City, State & Zip
(727) 399-0385

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

D. BROWN JUL 3 1 2001 ✓

ARTICLES OF INCORPORATION
OF
PRIME RETURNS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be: Prime Returns, Inc.

The principal place of business of this corporation shall be: 4625 East Bay Drive #308, Clearwater, Florida 33764

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until a successor is elected, is:

James B. Taylor - P/D
4625 East Bay Drive #308
Clearwater, Florida 33764

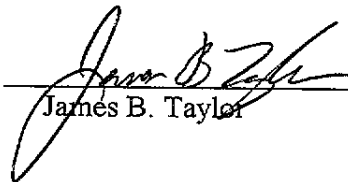
ARTICLE VI INCORPORATOR (S)

The name and street address of the incorporator to these articles of incorporation is:

James B. Taylor
4625 East Bay Drive #308
Clearwater, FL 33764

WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of July, 2001.

Signature of Incorporator


James B. Taylor

**STATE OF FLORIDA
COUNTY OF PINELLAS**

THE FOREGOING instrument was acknowledged and sworn to before me this 20th day of July, 2001 by

Notary public

Produced Driver's License as
Identification
Number



Patrick W. Robson
MY COMMISSION # CC847554 EXPIRES
June 20, 2003
BONDED THRU TROY FAIN INSURANCE, INC.



My Commission Expires _____

(SEAL)

ARTICLES OF INCORPORATION FILING FEE: \$35.00

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: Prime Returns, Inc.
2. The name and address of the registered agent and office is:

James B. Taylor
4625 East Bay Drive #308
Clearwater, FL 33764

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TALLAHASSEE, FLORIDA

SIGNATURE

James B Taylor
James B. Taylor

TITLE

President

DATE

7/20/01

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

DATE

James B Taylor
7/20/01

REGISTERED AGENT FILING FEE: \$35.00