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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PRIMEAMERICA FINANCIAL GROUP, CO
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #) 900005134139--5
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☒ Walk in

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NEW FILINGS

☒ Profit

☐ NonProfit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

☐ Name Reservation

REGISTRATION/ QUALIFICATION

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 19 PM 1:32

FILED

RECEIVED
02 MAR 19 AM 10:42

Examiner's Initials

**ARTIVLES OF INCORPORATION
OF
PRIMEAMERICA FINANCIAL GROUP, CO.**

ARTICLE I

The name of this Corporation is

PRIMEAMERICA FINANCIAL GROUP, CO.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:
Any legal business authorized by the State of Florida.

ARTICLE III

This Corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "COMMON SHARES" All of said stock shall be payable in cash, property (real or personal) or labor services in lieu thereof for a fair value to be fixed by the Board of Directors.

ARTICLE IV

Except or otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the shareholders.

ARTICLE V

This Corporation shall commence its existence upon the filing of these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter unless sooner dissolved according according to law.

ARTICLE VI

Every shareholder, upon the sale 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 share) at the prices at which it is offered to others.

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TALLAHASSEE FLORIDA

ARTICLE VII

The street address of the initial principal office of this Corporation is:

10300 Sunset Dr # 140 Miami, Fl. 33173

and the initial agent of this Corporation is:

Jorge A. Otero

ARTICLE VIII

This Corporation shall have at lease one Director initially with the exact number of Directors to be specified by the shareholders from time to time. The name and address of this initial Director of this Corporation is:

Jorge A. Otero

ARTICLE IX

The name and address of the of the Incorporator signing these Articles of Incorporation is:

Jorge A. Otero
10300 Sunset Drive # 140 Miami, Fl. 33173

ARTICLE X

This Article of Incorporation may be in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator ~~has~~ hereunto set his hand and seal this 18th day of March, 2002



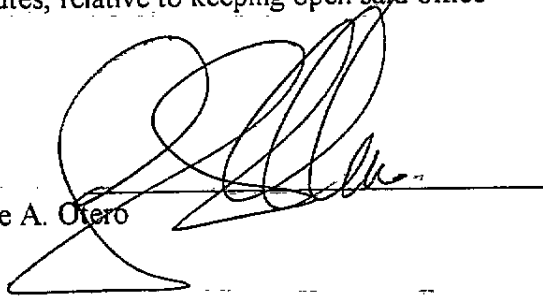
Jorge A. Otero

Witness my hand and official seal in the County and State las aforesaid this 18 day of March, 2002

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept services of process for the above Corporation , at the place designated in these Articles, I hereby accept this appoitment and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open said office

Jorge A. Otero



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