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ATTORNEY AT LAW

KATHY L. HOUSTON  
CERTIFIED LEGAL ASSISTANT

September 6, 2002

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Secretary of State  
Corporate Division  
Tallahassee, Florida 32304

Re: Our File No. : 021-50145  
Re. : Premium Property Investors, Inc.

Gentlemen:

Enclosed you will find Articles of Incorporation for Premium Property Investors, Inc. and our check in the amount of \$83.75.

Please provide us with a certified copy of the Articles. Thank you for your kind cooperation.

Sincerely yours,

Ralph W. Symons  
For the Firm

RWS/vm

FILED  
02 OCT -3 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VI  
197

**ARTICLES OF INCORPORATION  
OF  
PREMIUM PROPERTY INVESTORS, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is PREMIUM PROPERTY INVESTORS, INC. and its principal place of business shall be located at 2575 S. Bayshore Drive, Suite 3A, Miami, Florida 33135.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2575 S. Bayshore Drive, Suite 3A, Miami, Florida 33135, and the name of the initial registered agent of this corporation at that address is Ralph W. Symons.

**ARTICLE VII - DIRECTORS**

Initially, this corporation shall have one (1) Director who shall serve until a successor or successors shall be elected or appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

Name

Address

Ralph W. Symons

2575 S. Bayshore Drive, Suite 3A  
Miami, Florida 33133

### **ARTICLE VIII - OFFICERS**

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
Ralph W. Symons President	2575 S. Bayshore Drive, Suite 3A Miami, Florida 33133
Maria Elena Fernandez Secretary/Treasurer	2575 S. Bayshore Drive, Suite 3A Miami, Florida 33133

### **ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Ralph W. Symons	2575 S. Bayshore Drive, Suite 3A Miami, Florida 33133

### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes.

### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: September 6, 2002

By

  
\_\_\_\_\_  
Ralph W. Symons  
Incorporator

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**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

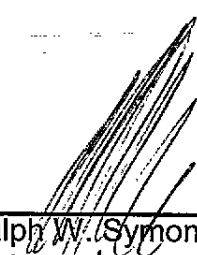
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that PREMIUM PROPERTY INVESTORS, INC. desiring to organize or qualify under the laws of the State of Florida, has named RALPH W. SYMONS, located at 2575 S. Bayshore Drive, Suite 3A, Miami, Florida 33135, as its agent to accept service of process within Florida.

Dated: September 6, 2002.

By

  
\_\_\_\_\_  
Ralph W. Symons  
Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

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 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: September 6, 2002.

By

  
\_\_\_\_\_  
Ralph W. Symons  
Registered Agent