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FLORIDA PROFIT CORPORATION OR P.A.
PREMIER SERVICE CORPORATION

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**ARTICLES OF INCORPORATION
PREMIER SERVICE CORPORATION**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is PREMIER SERVICE CORPORATION

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and the mailing address of the Corporation is 5820 142nd Avenue North, Clearwater, Florida 33760.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of acting as a service corporation under the Florida Financial Institutions Codes and for transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of common stock, \$.01 par value per share.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Gregory C. Yadley, Esq.
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially ten directors to hold office until the first annual meeting of shareholders and until his or her successor shall have been elected and qualified, or until his or her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and street address of the initial directors of the Corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Price W. Schwenck	5830 142 nd Avenue North Clearwater, FL 33760
Bob Boksa	5830 142 nd Avenue North Clearwater, FL 33760
Valerie Kendall	5830 142 nd Avenue North Clearwater, FL 33760
Cliff Tufts	5830 142 nd Avenue North Clearwater, FL 33760
T.C. Daerda	5830 142 nd Avenue North Clearwater, FL 33760
Jim Kuhlman	160 Pointe Loop Drive Venice, FL 34293
Brenda O'Neil	4959 S. Cleveland Fort Myers, FL 33907
Rick Kuci	1451 N.W. 62 nd Street Ft. Lauderdale, FL 33309
Paul Mellini	350 East Bay Drive Largo, FL 33770
Joe Ernsteen	1645 Portage Pass Deerfield, IL 60015

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ARTICLE VII
INCORPORATOR


The name and address of the person signing these Articles as Incorporator are:

Gregory C. Yadley, Esq.
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall, to the full extent permitted by applicable law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by applicable law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of December, 2002.


Gregory C. Yadley, Esq.
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the 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 SERVICE CORPORATION
2. The name and street address of the registered agent and office in the State of Florida are:

Gregory C. Yadley, Esq.
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

SIGNATURE: 

TITLE: Gregory C. Yadley, Incorporator

DATE: December 19, 2002

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Gregory C. Yadley, Registered Agent

Dated: December 19, 2002

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