

PO3 000023241

FROM:
PREMIER CAPITAL CORPORATION:

Street address of the corporation: 3785 SW 82 Avenue, Suite 209
City MIAMI State FLORIDA Zip 33166

DEAR CORPORATIONS DIVISION:

Please find enclosed:

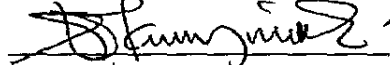
1. An original Articles of Incorporation and one copy for the above named corporation.
2. A certified check or money order in the amount of \$78.75 for filing fees and certificate of status.

A CERTIFIED COPY is ☒ is not ☐ requested.

If a certified copy is requested, the additional fee in the amount of \$52.50 is enclosed.

Please send responses or receipts concerning this filing to the above address.

Thank you very much.


Incorporator

800008097908-3
-03/30/02--01040--002
****131.25 *****87.50

FILED
03 FEB 26 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-20533

✓

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 6, 2002

MICHAEL EGBEBIKE
3785 SW 82 AVENUE SUITE 209
MIAMI, FL 33166

SUBJECT: PREMIER CAPITAL & INVESTMENT CORP.
Ref. Number: W02000028533

We have received your document for PREMIER CAPITAL & INVESTMENT CORP. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

You must list at least one incorporator with a complete business street address.

The registered agent and street address must be consistent wherever it appears in your document.

An effective date may be added to the Articles of Incorporation if a 2003 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

IN YOUR OPENING PARAGRAPH TO YOUR ARTICLES YOU REFERT TO CHAPTER 617 BUT A PROFIT IS 607. PLEASE CORRECT THIS AS WELL.,

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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 002A00055511

FILED

03 FEB 26 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF

Premier Capital & Investment Corp.

A FLORIDA FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a for-profit corporation under the Florida For-Profit Corporation Act, as set forth in Chapter 607 of Florida Statute, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE 1: NAME

The name of the Corporation shall be: **Premier Capital & Investment Corp.**, hereinafter referred to as the "Corporation".

ARTICLE 2: CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock with a par value of One Cent (\$.01) per share.

ARTICLE 3: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation and the mailing address is, 3785 NW 82 Avenue, Suite 209, Miami, Florida 33166.

ARTICLE 4: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE 5: PURPOSES

The corporation is organized for the following purpose:

To provide financing services to individuals, corporations and other legal entities in the form of loans, and other financing vehicles.

To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidence of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder of pledges of such stock, security, to exercise all the rights, powers and privileges of ownership, including the right to vote

thereon; to aid in any lawful manner any corporation or association of which the bonds, or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as to going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;

To purchase, take, acquire lease, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing house, warehouses or works thereon and appurtenant or convenient thereto;

To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of corporation, association, firms and individuals;

To borrow money, to give its promissory notes or other evidences of indebtedness therefore, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed or trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this state, or of the Charter of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real personal property of every class and description and for the purpose of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could and exercise, as may be authorized by law;

TO TRANSACT ANY AND ALL LAWFUL BUSINESS:

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and their statements contained in each clause shall, except where otherwise expressly stated, be in no ways limited or restricted by reference to or interference from the terms of any other clause but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE 6: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 3785 NW 82 Avenue, Suite 209, Miami, Florida 33166 and Michael Egbebike is the registered agent of the Corporation at that address.

ARTICLE 7: BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) person. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than one director. All directors shall be selected as provided for in the bylaws.

The following persons are to serve on the initial Board of Directors:

Michael Egbebike
3785 NW 82 Avenue, Suite 209,
Miami, Florida 33166.

ARTICLE 8: OFFICERS

The officers of the Corporation shall be a President, Secretary, Treasurer, and such other officers as may be provided by the bylaws or deemed necessary by the Board of Directors.

ARTICLE 9: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE 10: INCORPORATION

The incorporator of the Corporation is as follows: **Michael Egbebike**
3785 NW 82 Avenue, Suite 209,
Miami, Florida 33166.

IN WITNESS WHEREOF, I, Michael Egbebike, the undersigned incorporator to these Articles of Incorporation, have affixed my signature on this 18th day of February, 20023.
Sign [Signature]

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

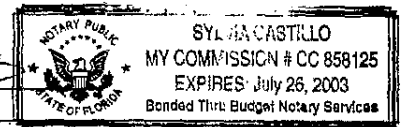
The foregoing instrument was sworn to before me this 18th day of February, 20023 by Michael Egbebike, who personally appeared before me at the time of notarization, and who is personally known to me or has produced a Florida Driver's License as identification.

NOTARY PUBLIC

SIGN: [Signature]

PRINT: Sylvia Castillo

STATE OF FLORIDA AT LARGE



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

First - Premier Capital & Investment Corp., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 3785 NW 82 Avenue, Suite 209, Miami, Florida 33166, County of Miami-Dade, State of Florida, has named Michael Egbebike located at 3785 NW 82 Avenue, Suite 209, Miami, Florida 33166, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

- Acceptance of Agent -

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: [Signature]

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA