

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

STERLING MANAGEMENT INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 14, 2003

EMPIRE CORPORATE KIT COMPANY

Priority Management Inc.
SUBJECT: ~~STERLING MANAGEMENT INC.~~
REF: W03000033778

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is J23096.

An effective date may be added to the Articles of Incorporation if a 2004 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.

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) 245-5952.

Valerie Ingram
Document Specialist
New Filings Section

FAX Aud. #: H03000316673
Letter Number: 803A00061910

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

PRIORITY 1 MANAGEMENT INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: PRIORITY 1 MANAGEMENT INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 6701 SUNSET DRIVE, MIAMI, FL 33143.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares common stock having an individual par value of \$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall: MAX R. PRICE, ESQ., 6701 SUNSET DRIVE, SUITE 104, MIAMI, FL 33143.

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

PRESIDENT

JUAN CARLOS FERNANDEZ

6800 S.W. 40 STREET #395
MIAMI, FL 33155

DIRECTOR

JACKIE FERNANDEZ

6800 S.W. 40 STREET #395
MIAMI, FL 33155

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Empire Corporate Kit of America, Inc.
2444 N.W. 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 19TH day of NOVEMBER, 2003.


INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PRIORITY 1 MANAGEMENT INC.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

MDK L. Price
REGISTERED AGENT

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