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Florida Department of State
Division of Corporations
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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.

PRIME MANAGEMENT PARTNERS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Prime Management Partners, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

701 NorthPoint Parkway
Suite 220
West Palm Beach, Florida 33407

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any Lawful Purpose

ARTICLE IV SHARES

The number of shares of stock is:

100 shares of Common Shares at no par value

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Stephen L. Shulman, President
701 NorthPoint Parkway
Suite 220
West Palm Beach, Florida 33407

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

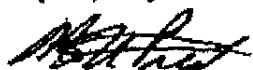
Michael R. Presley, Esq.
701 NorthPoint Parkway
West Palm Beach, Florida 33407

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Michael R. Presley, Esq.
701 NorthPoint Parkway
Suite 220
West Palm Beach, Florida 33407

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

2/04/04

Date



Signature/Incorporator

2/04/04

Date

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