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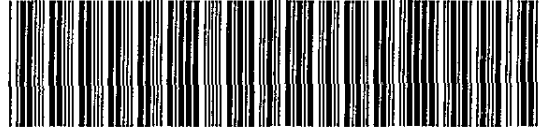
(Business Entity Name)

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TALLAHASSEE, FLORIDA  
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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

December 20, 2004

BROOKMEYER, HOCHMAN, PROBST & NADEAU, P.A.  
GARDENS PLAZA  
3300 PGA BOULEVARD, SUITE 500  
PALM BEACH GARDENS, FL 33410

SUBJECT: PRIME PLUS MERCHANT BANKING AND ACQUISITION CORP.  
Ref. Number: W04000046405

We have received your document for PRIME PLUS MERCHANT BANKING AND ACQUISITION CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

An effective date **may** be added to the Articles of Incorporation **if a 2005 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) 245-6067.

Neysa Culligan  
Document Specialist  
New Filings Section

Letter Number: 004A00070619

ELLIOT F. HOCHMAN  
Attorney at Law and  
Certified Public Accountant  
**BOARD CERTIFIED**  
TRUSTS, WILLS & ESTATES LAW

LAW OFFICES  
**BROOKMYER, HOCHMAN, PROBST & NADEAU, P.A.**  
GARDENS PLAZA  
3300 PGA BOULEVARD, SUITE 500  
PALM BEACH GARDENS, FLORIDA 33410  
TELEPHONE (561) 624-2110  
FACSIMILE (561) 624-2425

GARY BROOKMYER  
DANIEL J. PROBST  
DONNA A. NADEAU

December 27, 2004

**VIA FEDERAL EXPRESS ONLY**

Department of Corporations  
Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399  
Attn: Neysa Culligan, Document Specialish, New Filings Section

RE: PRIME PLUS MERCHANT BANKING AND ACQUISITION CORP. N/K/A  
**PRIME PLUS ACQUISITION CORP.**

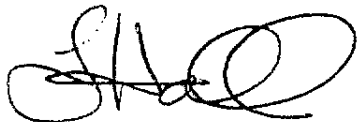
Dear Ms. Culligan:

Per your letter dated December 20, 2004 (copy enclosed), enclosed please find an original and one copy of revised Articles of Incorporation for Prime Plus Acquisition Corp., which was formerly called "Prime Plus Merchant Banking and Acquisition Corp."

Please file said articles using the original date of receipt (**December 20, 2004**) as the date of commencement of the corporation. Also, return the certified copy to the undersigned at the address listed above.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Lauren Hall, Legal Assistant  
for Elliot F. Hochman

LH/  
Enclosures

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TALLAHASSEE, FLORIDA

04 DEC 20 PM 2:57

**ARTICLES OF INCORPORATION  
OF**

**PRIME PLUS ACQUISITION CORP.**

The undersigned, in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE**  
**NAME**

The name of the corporation is PRIME PLUS ACQUISITION CORP.

**ARTICLE TWO**  
**PRINCIPAL OFFICE**

The corporation's principal place of business and mailing address is: 15924 Assembly Loop, Jupiter, FL 33478.

**ARTICLE THREE**  
**PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR**  
**CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 1,000, all of which shall be common shares with par value of \$1.00.

**ARTICLE FIVE**  
**PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

**ARTICLE SIX**  
**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE SEVEN**  
**REGISTERED AGENT**

The name of the registered agent and the Florida street address for the registered agent is:  
ELLIOT F. HOCHMAN of 3300 PGA Blvd., Suite 500, Palm Beach Gardens, FL 33410.

**ARTICLE EIGHT**  
**DIRECTORS**

8.01 The initial board of directors of the corporation shall consist of three members.

8.02 The name and address of the first board of directors is:

<u>Name</u>	<u>Address</u>
Theresa O'Brien	351 Club Circle, Unit 205 Boca Raton, FL 33487
Thomas P. Gallagher	155 Village Blvd., Suite 201 Princeton Forrestal Villages Princeton, NJ 08540
John E. Dell	15924 Assembly Loop Jupiter, FL 33478

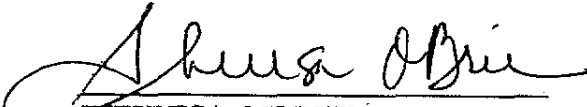
**ARTICLE NINE**  
**INCORPORATORS**

The name and address of the incorporator is:

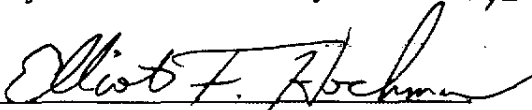
<u>Name</u>	<u>Address</u>
Theresa O'Brien	351 Club Circle, Unit 205 Boca Raton, FL 33487

**ARTICLE TEN**  
**COMMENCEMENT OF EXISTENCE**

The corporation shall commence its existence upon the filing of these Articles of Incorporation.

  
**THERESA O'BRIEN**  
Incorporator

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. I have subscribed my name this 9 day of December, 2004.

  
**ELLIOT F. HOCHMAN**  
Registered Agent

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