

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : I19990000021
Phone : (904) 356-2600
Fax Number : (904) 355-0233

DOMESTICATION

Prima Investments, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$128.75

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Corporate Filing Menu

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PLEASE REPLY TO: JACKSONVILLE OFFICE

www.fishertousey.com

FISHER, TOUSEY, LEAS & BALL
ATTORNEYS AT LAW

January 4, 2008

Via facsimile: (850)617-6381

Ms. Cushing
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Prima Investments, Inc. (the "Corporation")
Ref: W08000000319

Dear Ms. Cushing:

In conjunction with domesticating Prima Investments, Inc., a Nevada corporation, in Florida, we filed domestication documents to create a Florida corporation of the same name; we received the attached rejection letter informing us that the name is not distinguishable from the name of an existing Florida entity, a copy of which is attached hereto. We subsequently requested the name and our request was again denied.

I understand that the Corporation's filing was rejected because the name "Prima Investments, Inc." may be too similar to the name Primas Investments, LLC. Although I appreciate the Department's position, I believe that the name is sufficiently different to permit us to use the name Prima Investments, Inc. The name is uniquely important to us because we are domesticating an existing Nevada entity, it is necessary that we use the name Prima Investments, Inc. for record keeping and accounting purposes. Consequently, I request that you file the instruments reflecting the name Prima Investments, Inc. I acknowledge that another entity has the name Primas Investments, LLC.

Attached are the original documents, which we filed with your office under document number H08000000851. You advised me in our conversation to reference the document number L0700004509 in this letter - this is a different number than that which we were previously assigned - however, if that is the number you assigned to our call, I certainly understand. Assuming you can accept the domestication documents, I would appreciate the certificate of status and confirmation letter.

Thank you for your assistance. If you have any questions, please contact me.

Very truly yours,

Marvin C. Kloeppel
Enclosures

MCK/srs/171955

* FLORIDA BAR BOARD CERTIFIED TAX LAW
* FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS & ESTATES LAW
* FLORIDA BAR BOARD CERTIFIED REAL ESTATE LAW

501 RIVERSIDE AVENUE SUITE 600
JACKSONVILLE, FLORIDA 32202
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960194 GATEWAY BLVD SUITE 2038
AMELIA ISLAND, FLORIDA 32034
TELEPHONE: (904) 321-1220
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FISHER TOUSEY LEAS BAL Fax:3547138

Jan 4 2008 15:10

P.03

850-617-6381

Received: LAW OFFICE OF FTL&B Fax:904-355-0233 Jan 3 2008 12:51pm P001/001
1/3/2008 11:54 PAGE 001/001 Florida Dept of State



January 3, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FISHER, TOUSEY, LEAS & BALL

SUBJECT: PRIMA INVESTMENTS, INC.
REF: W08000000319

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.

Name conflict with L07000045009, PRIMAS INVESTMENTS, LLC

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000000851
Letter Number: 408A00000319

FISHER TOUSEY LEAS BAL Fax:3547138

Jan 4 2008 15:09

P.02

LAW OFFICE OF FTL&B

Fax:884-355-0233

Jan 4 2008 12:33pm

P001/001

Received:

1/4/2008 11:36

PAGE 001/001

Jan 4 2008 12:32pm

Florida Dept of State

850-617-6381



January 4, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FISHER, TOUSEY, LEAS & BALL

SUBJECT: PRIMA INVESTMENTS, INC.
REF: W08000000540

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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.

What you can do is on the Domestication form form on #3 you can put an alternative name & on your articles put the alternative name.,

If you have any further questions concerning your document, please call (850) 245-6955.

Suzanne Hawkes
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000000851
Letter Number: 908A00000654

MARK: call
Mary Ann (supervisor)
1-850-245-6051

P.O BOX 6327 - Tallahassee, Florida 32314

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2008 JAN -4 P 1:42

CERTIFICATE OF DOMESTICATIONSECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1801, Roy William Petty, in his capacity as President of Prima Investments, Inc., a Nevada corporation f/k/a Petty Investments, Inc. (the "**Corporation**"), certifies the following in conjunction with its domestication in Florida:

1. The Corporation was incorporated as a Nevada corporation the name of which was Petty Investments, Inc. on December 11, 1996. The Corporation filed a Certificate of Amendment to amend its Articles of Incorporation with the Secretary of State of the State of Nevada on June 20, 2000; the sole amendment was to change the name of the Corporation from Petty Investments, Inc. to Prima Investments, Inc.
2. The name immediately preceding the filing of this Certificate of Domestication is Prima Investments, Inc.
3. The name of the Corporation set forth in the Articles of Incorporation to be filed pursuant to Section 607.0202 and 607.0401 is Prima Investments, Inc.
4. The jurisdiction in which the Corporation was incorporated immediately preceding the filing of this Certificate of Domestication is Nevada.
5. The Articles of Incorporation to be filed with the Secretary of State of the State of Florida are attached hereto as **EXHIBIT A**

I, Roy William Petty, in my capacity as President of Prima Investments, Inc., a Nevada corporation f/k/a Petty Investments, Inc., am authorized to execute this Certificate of Domestication on behalf of the Corporation and have done so as of the 28 day of December, 2007.


Roy William Petty

EXHIBIT A

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRIMA INVESTMENTS, INC.

The undersigned, desiring to convert a foreign corporation to a Florida corporation for profit (the "Corporation") under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is Prima Investments, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is located at 6717 NW 48th Lane, Gainesville, Florida 32553.

ARTICLE III
CAPITAL STOCK

(a) Authorized Shares. The total number of shares of stock that the Corporation may issue is 1,000 shares of common stock having a par value of \$0.10 per share. Each of the voting shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. The Corporation elects not to have preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

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(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The mailing address of the initial registered office of the Corporation in Florida is 6717 NW 48th Lane, Gainesville, Florida 32553, and the name of the initial registered agent of the Corporation at that address is Roy William Petty.

**ARTICLE V
DIRECTORS**

(a) Number. The Corporation shall have one (1) director. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Board of Directors. The name and address of the director of the Corporation at the time these Articles of Incorporation were executed are:

Roy William Petty

6717 NW 48th Lane
Gainesville, Florida 32553

(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE VI
BYLAWS**

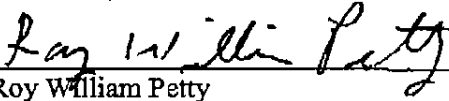
Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VII
DURATION**

The Corporation shall exist perpetually.

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the foregoing uses and purposes this 28 day of December, 2007.



Roy William Petty

H08000000851

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 607.0501, Florida Statutes, Prima Investments, Inc., a Florida corporation (the "Corporation"), submits the following statement in designating the registered office/registered agent, in the State of Florida:

The Corporation has named Roy William Petty, who maintains an office at 6717 NW 48th Lane, Gainesville, Florida 32553, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.


Roy William Petty

2008 JAN -4 P 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED