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FLORIDA PROFIT/NON PROFIT CORPORATION

Primary Resources Holdings, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION

OF

PRIMARY RESOURCES HOLDINGS, INC.

The undersigned hereby makes, adopts and subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is PRIMARY RESOURCES HOLDINGS, INC.

ARTICLE II
PRINCIPAL OFFICE; MAILING ADDRESS

The address of the principal office of the Corporation shall be 1366 Wood Duck Trail, Naples, Florida 34108.

The mailing address of the Corporation shall be 1366 Wood Duck Trail, Naples, Florida 34108.

ARTICLE III
PURPOSE

The purpose for which the Corporation is organized is to engage in all lawful purposes allowed a Florida corporation.

ARTICLE IV
DURATION

The Corporation shall have a perpetual existence commencing on the filing of these Articles of Incorporation.

Prepared by:
Kent A. Skrivan, Esq.
Garlick, Stetler & Skrivan, LLP
9115 Corsea del Fontana Way, Suite 100
Naples, Florida 34109
(239) 597-4500
Florida Bar No. 0893552

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ARTICLE V
DIRECTORS

The method by which Directors of the Corporation shall be elected is set forth in the by-laws. The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director is:

James Cattano
1366 Wood Duck Trail
Naples, Florida 34108

ARTICLE VI
CAPITAL STOCK

The Corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) par value voting common stock.

ARTICLE VII
INITIAL REGISTERED AGENT AND ADDRESS

The name of the Corporation's initial registered agent is James Cattano. The address of the registered agent is 1366 Wood Duck Trail, Naples, Florida 34108.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator is:

James Cattano
1366 Wood Duck Trail
Naples, Florida 34108

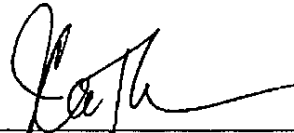
ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers and directors to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be executed this 19th day of May, 2009.

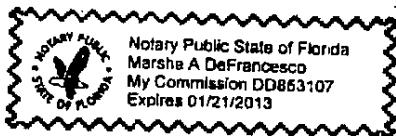



James Cattano, Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 19th day of May, 2009, by James Cattano, who is personally known to me or who produced a drivers' license or identification and who did take an oath.




NOTARY PUBLIC
Commission Expiration:

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT AND OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the Corporation is PRIMARY RESOURCES HOLDINGS, INC.
2. The name and address of the registered agent and registered office of the corporation is:

James Cattano
1366 Wood Duck Trail
Naples, Florida 34108

Signed this 19 day of May, 2009.

By: [Signature] L.S.
James Cattano, Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the Certificate, 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 the 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.

Date May 19, 2009

[Signature] L.S.
James Cattano

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