

P95 000000315

PRIME BUSINESS DEVELOPMENT S.A.  
INCORPORATED

December 29, 1994

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

4000013157024  
-01/03/95 -01039- 016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: PRIME BUSINESS DEVELOPMENT S.A., INC. - Certificate of Incorporation

Dear Sirs:

Enclosed please find the Certificate of Incorporation for the above referenced corporation. Also enclosed is a check to cover all necessary fees. Certified copies are not needed. Thank you for your prompt attention to this matter.

Sincerely,

*Dominick F. Maggio*

Dominick F. Maggio

Enclosures

EFFECTIVE DATE

12-29-94

FILED  
94 DEC 30 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

519 Lantern Circle, Tampa, Florida 33617, (813) 985-6065

T. BROWN JAN - 3 1995

**CERTIFICATE OF INCORPORATION**  
*of*  
**PRIME BUSINESS DEVELOPMENT S.A., INC.**

FILED  
94 DEC 30 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this incorporation shall be **PRIME BUSINESS DEVELOPMENT S.A., INC.**

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States of America, or the State of Florida.

**EFFECTIVE DATE**  
12-29-94

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be fifty million (50,000,000) shares of Common Stock at a par value of \$.0001 per share upon which there are no preemptive rights. The Common Stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the uses and purposes of the corporation, and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever; the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

**ARTICLE IV - INITIAL CAPITAL**

The corporation shall begin with Five Hundred and no/100 dollars (\$500.00) as the minimum paid in capital.

**ARTICLE V - TERM OF EXISTENCE**

The corporation shall have a perpetual existence.

**ARTICLE VI - PRINCIPAL OFFICE**

The address of the principal office shall be: 519 Lantern Circle, Tampa, Florida 33617  
The address of the registered office shall be: 519 Lantern Circle, Tampa, Florida 33617

The registered office may be moved from time to time by action of the Board of Directors. The registered agent shall be: Dominick F. Maggio, whose address is 519 Lantern Circle, Tampa, Florida 33617.

## **ARTICLE VII - BOARD OF DIRECTORS**

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1), and not more than five (5) directors. Each officer and director shall hold office until his or her successor is elected and qualified, provided however that a majority of the stockholders may, at a regular or a special meeting, remove any officer or director with or without cause. The duties, powers and functions of the officers and directors of this corporation shall be as usually devolve upon such officers and directors unless otherwise provided in the By-Laws.

## **ARTICLE VIII - ORIGINAL DIRECTORS**

The original directors of this corporation shall be:

**NAME:**

Dominick F. Maggio                      519 Lantern Circle, Tampa, Florida 33617

## **ARTICLE IX - ORIGINAL SUBSCRIBERS**

The original subscribers to this corporation shall be:

**NAME:**

**ADDRESS**

**NO. of SHARES**

Dominick F. Maggio                      519 Lantern Cir , Tampa, FL 33617  
Social Security No.:550-90-5625

100,000

## **ARTICLE X - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders by them, and approved at the stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless, however, all of the Board of Directors and all of the stockholders sign a written statement manifesting their intention to amend a certain article herein.

## **ARTICLE XI - SPECIAL POWERS**

The following special powers, provisions, privileges and limitations shall be applicable to and govern this corporation.

No contract or any other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected by, or invalidated by the fact that any of the directors of this corporation, provided however, that the fact that such director is interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation holding office in another corporation or being a director thereof, who is so interested, any be counted in determining the existence of a quorum at any meeting of the

Board of Directors of this corporation which shall authorize such contract or transaction as if he were not such director or officer of such corporation and not so interested.


## ARTICLE XII - DATE OF EXISTENCE

The date when this corporation shall begin its existence is: December 29, 1994.

We, the undersigned, being the original subscribers to this corporation, and the capital stock therein, for the purposes of forming a corporation to do business within and without the State of Florida, in pursuance of the General Laws of the State of Florida, Chapter 607, F.S.A., and the Acts amendatory thereto and supplemental thereof, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true and do agree to take the number of shares set opposite our names.

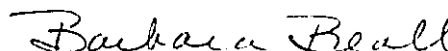
In Witness Whereof, we have hereunto set our hands and seals this 29th day of December, 1994.

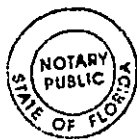
  
Dominick F. Maggio  
Director/Subscriber

  
Dominick F. Maggio  
Director

Sworn to and subscribed before me this 29th Day of Dec, 1994.

My Commission expires:

  
Notary Public - State At Large



BARBARA BEALL  
My Comm Exp. 4-27-96  
Bonded By Service Ins.  
No. CC195010

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM SERVICE  
OF PROCESS IS BINDING AND ACCEPTANCE OF AGENT**

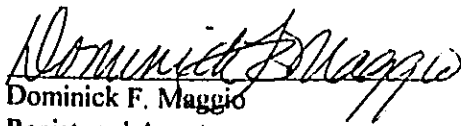
94 DEC 30 PM 3:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

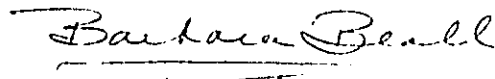
In pursuance of Chapter 40.091 Florida Statutes, the following is submitted in compliance with said Act.

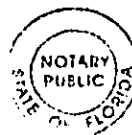
The corporation, **PRIME BUSINESS DEVELOPMENT S.A., INC.**, desiring to organize under the laws of the State of Florida, with its principal place of business at 519 Lantern Circle, Tampa, Florida 33617, has named Dominick F. Maggio as its Agent to accept service of process within the State of Florida.

**ACCEPTANCE**

Having been named to accept service of process for the above named corporation at the address which is designated in this Certificate of Incorporation, I hereby accept to act in this capacity, and I agree to comply with the provisions of said act relative to keeping said office open.

  
Dominick F. Maggio  
Registered Agent

  
Notary



BARBARA BEALL  
My Comm Exp. 4-27-96  
Bonded By Service Ins  
No CC195010

# P95 000000 315

PRIME BUSINESS DEVELOPMENT, S.A.

12, Rue Pierre-Fatio, CH-1204 Geneva, Switzerland  
tel 4122 312 25 80 fax 4122 312 25 85

April 20, 1995

Mr. Steven Godfrey, Corporate Specialist  
New Filings Section  
**FLORIDA DEPARTMENT OF STATE**  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32309

RE: PRIME BUSINESS DEVELOPMENT S.A., INC. (P95000000315)

Dear Mr. Godfrey:

Please be advised that several changes have been made to the above corporation that need to be noted by your office.

Effective by the time of receipt of this letter, I will no longer be associated with this company, and for purposes of record, the sole corporate officer and director shall be:

Mr. James S. Faller, II  
Social Security Number: 300-48-8633    DOB: 11-25-60  
U.S. Passport Number: 043746429    FLDL No.: F460-457-60-425-0

Mr. Faller can be contacted through the Geneva office whose address is listed above or at his home in France which is:

CHEZ MERMIER  
34250 Fillinges  
FRANCE

I was originally asked by Mr. Faller to incorporate this here in Florida for him back in December. There has been no activity through this date, and he has chosen to assume full responsibility for all filings and fees.

Thank you in advance for your immediate attention to this matter.

Sincerely,



Dominick F. Maggio