

01/24/95

FAS-T CORPORATION AGENTS

(305) 599-9591

P. 001

950000064/4

CHARGED, PLEASE ENTER YOUR PASSWORD. IF A HANGUP THIS PROCESS, ENTER 'N'.

1/24/95

FLORIDA DIVISION OF CORPORATIONS

12:52 AM

PUBLIC ACCESS SYSTEM

((H95000000939)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-02-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H95000000939)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PRIME INVESTMENTS, INC.

FAX AUDIT NUMBER: H95000000939

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/24/1995

TIME REQUESTED: 12:52:49

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071001002335

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000000939)))

** ENTER 'M' FOR MENU. **

1/24/95

FLORIDA DIVISION OF CORPORATIONS

12:53 AM

PUBLIC ACCESS SYSTEM

ELECTRONIC PROCESSING MENU

RECEIVED

53 JAN 21 PM 3:03

FLORIDA DIVISION OF CORPORATIONS

Handwritten notes and signatures: 10/25/95, 10/23/95, and a circled 'K'.

195000000939

ARTICLES OF INCORPORATION
OF
PRIME INVESTMENTS, INC.

THE UNDERSIGNED, A SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, HEREBY PRESENTS FOR THE FORMATION OF A CORPORATION, UNDER THE LAWS OF THE STATE OF FLORIDA, UNDER AND BY VIRTUE OF THE FOLLOWING:

ARTICLE I-NAME

THE NAME OF THE CORPORATION SHALL BE: PRIME INVESTMENTS, INC.

ARTICLE II-PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF PROVIDING ANY OR ALL LAWFUL BUSINESS EXISTING UNDER AND BY VIRTUE OF CHAPTER 607, FLORIDA STATUTES, IT BEING THE INTENTION THAT THIS CORPORATION MAY CONDUCT AND TRANSACT ANY BUSINESS LAWFULLY AUTHORIZED AND NOT PROHIBITED BY CHAPTER 607, FLORIDA STATUTES.

ARTICLE III-CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF COMMON STOCK, HAVING A PAR VALUE OF ONE HUNDRED DOLLAR (\$100.00) PAR VALUE COMMON STOCK.

ARTICLE IV

NO HOLDER OF ANY OF THE SHARES OF ANY CLASS OF THE CORPORATION SHALL BE ENTITLED AS OF RIGHT TO SUBSCRIBE FOR, PURCHASE, OR OTHERWISE ACQUIRE ANY CLASS OF THE CORPORATION WHICH THE CORPORATION PROPOSES TO GRANT FOR THE PURCHASE OF ANY SHARES, BONDS, SECURITIES, OR OBLIGATIONS OF THE CORPORATIONS WHICH ARE CONVERTIBLE INTO OR EXCHANGEABLE FOR, OR WHICH CARRY ANY RIGHTS TO SUBSCRIBE FOR, PURCHASE, OR OTHERWISE ACQUIRE SHARES OF ANY CLASS OF THE CORPORATION; AND ANY AND ALL SUCH SHARES, BONDS, SECURITIES OR OBLIGATIONS OF THE CORPORATION, WHETHER NOW OR HEREAFTER AUTHORIZED OR CREATED, MAY BE ISSUED, OR MAY BE RE-ISSUED OR TRANSFERRED IF THE SAME HAVE BEEN RE-ACQUIRED AND HAVE TREASURY STATUS, AND ANY AND ALL SUCH RIGHTS AND OPTIONS MAY BE GRANTED BY THE BOARD OF DIRECTORS TO SUCH PERSONS, FIRMS, CORPORATIONS AND ASSOCIATIONS, AND FOR SUCH LAWFUL CONSIDERATIONS AND ON SUCH TERMS, AS THE BOARD OF DIRECTORS IN ITS DISCRETION MAY DETERMINE.

-1-

Prepared by: Send by Fax Inc.
2357 Collins Ave., Suite B
Miami Beach, Fl 33140
(305) 599-7087

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ARTICLE V

THIS CORPORATION SHALL HAVE THE POWER, AT ITS OPTION, TO PURCHASE AND ACQUIRE ANY AND ALL OF ITS SHARES OWNED AND HELD BY ANY SUCH SHAREHOLDER AS SHOULD DESIRE TO SELL, TRANSFER, OR OTHERWISE DISPOSE OF HIS SHARES, PROVIDED, HOWEVER, THE CAPITAL OF THIS CORPORATION IS NOT IMPAIRED.

THE BOARD OF DIRECTORS SHALL HAVE THE GENERAL MANAGEMENT AND CONTROL OF THIS CORPORATION'S BUSINESS AND MAY EXERCISE THE POWERS OF THE CORPORATION EXCEPT SUCH AS MAY BE BY STATUTE OR BY THESE ARTICLES OF INCORPORATION OR AMENDMENT THERETO, OR BY THE BY-LAWS AS EXECUTED FROM TIME TO TIME, EXPRESSLY CONFERRRD UPON OR RESERVED TO THE STOCKHOLDERS.

THE DIRECTORS MAY PRESCRIBE A METHOD OR METHODS FOR REPLACEMENT OF LOST CERTIFICATES, MAY PRESCRIBE REASONABLE CONDITIONS BY WAY OF SECURITY UPON THE ISSUE OF NEW CERTIFICATES THEREFOR.

THE DIRECTORS MAY, WITHOUT THE ASSENT OR VOTE OF THE STOCKHOLDERS, AUTHORIZE AND ISSUE OBLIGATIONS OF THIS CORPORATION, SECURED OR UNSECURED, AND INCLUDED THEREIN SUCH PROVISIONS AS TO REDEEMABILITY, CONVERTABILITY OR OTHERWISE, AS THEY, IN THEIR SOLE DISCRETION, MAY DETERMINE, AND THE BOARD OF DIRECTORS MAY AUTHORIZE THE MORTGAGING OR PLEDGING, AS SECURITY THEREFOR, OF ANY PROPERTY OF THE CORPORATION, REAL OR PERSONAL, INCLUDING PROPERTY ACQUIRED THEREAFTER.

THIS CORPORATION SHALL HAVE SUCH OFFICERS AS MAY FROM TIME TO TIME BE PROVIDED BY THE BY-LAWS, AND SUCH OFFICERS SHALL BE DESIGNATED IN SUCH MANNER AND SHALL HOLD THEIR OFFICES FOR SUCH TERMS AND SHALL HAVE SUCH POWERS AND DUTIES AS MAY BE PRESCRIBED THEREIN OR DETERMINED FROM TIME TO TIME BY BOARD OF DIRECTORS, SUBJECT TO THE BY-LAWS.

ARTICLE VI

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE: 5445 COLLINS AVE, SUITE 1106. MIAMI BEACH, FL. 33140

THE ADDRESS OF THE PRINCIPAL OFFICE IS THE SAME AS THE ADDRESS FOR THE INITIAL REGISTER OFFICE.

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ARTICLE VII

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION ARE TWO.

THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE AS FOLLOWS:

JOAO HENRIQUE GIOMETTI BERTONHA
5445 COLLINS AVE. SUITE 1106
MIAMI BEACH, FL 33140

JACQUES COMBEAU
5445 COLLINS AVE. SUITE 1106
MIAMI BEACH, FL 33140

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATORS ARE AS FOLLOWS:

JACQUES COMBEAU
5445 COLLINS AVE. SUITE 1106
MIAMI BEACH FLA. 33140

ARTICLE IX

NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION SHALL BE AFFECTED BY THE FACT THAT ANY DIRECTOR OF THIS CORPORATION IS INTERESTED IN, OR IS A DIRECTOR OR OFFICER OF, SUCH OTHER CORPORATIONS, AND ANY DIRECTOR, INDIVIDUALLY OR JOINTLY, MAY BE A PARTY TO, OR MAY BE INTERESTED IN, ANY CONTRACT OR TRANSACTION OF THIS CORPORATION OR IN WHICH THIS CORPORATION IS INTERESTED; AND NO CONTRACT, OR OTHER TRANSACTION OF THIS CORPORATION WITH ANY PERSON, FIRM OR CORPORATION WHEREIN A DIRECTOR IS IN ANY WAY CONNECTED WITH SUCH PERSON, FIRM OR CORPORATION, SHALL BE IN VALID AND EVERY PERSON WHO MAY BECOME A DIRECTOR OF THIS CORPORATION IS HEREBY RELIEVED FROM ANY LIABILITY THAT MIGHT OTHERWISE EXIST FROM CONTRACTING WITH THIS CORPORATION FOR THE BENEFIT OF HIMSELF OR ANY FIRM, ASSOCIATION, OR CORPORATION IN WHICH HE MAY BE INTERESTED.

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ARTICLE X

ANY DIRECTOR OF THIS CORPORATION MAY BE REMOVED AT ANY OR SPECIAL MEETING OF THE STOCKHOLDERS BY THE SAME VOTE AS THAT REQUIRED TO ELECT A DIRECTOR.

ARTICLE XI

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE POWER TO INCLUDE IN THE BY-LAWS, ADOPTED BY THE HOLDERS OF A TWO-THIRDS MAJORITY OF THE SHAREHOLDERS OF THIS CORPORATION, ANY REGULATORY OR RESTRICTIVE PROVISION REGARDING THE PROPOSED SALE, TRANSFER, OR OTHER DISPOSITION OF ANY OF THE OUTSTANDING SHARES OF THIS CORPORATION BY ANY OF ITS SHAREHOLDERS. THE MANNER AND FORM, AS WELL AS RELEVANT TERMS, CONDITIONS AND DETAILS THEREOF, SHALL BE DETERMINED BY THE SHAREHOLDERS OF THIS CORPORATION; PROVIDED, HOWEVER THAT SUCH REGULATORY OR RESTRICTIVE PROVISIONS SHALL NOT AFFECT THE RIGHTS OF THIRD PARTIES WITHOUT ACTUAL NOTICE THEREOF, UNLESS EXISTENCE OF SUCH PROVISION SHALL BE PLAINLY WRITTEN UPON THE CERTIFICATE EVIDENCING THE OWNERSHIP OF SUCH STOCK.

ARTICLE XII

THE CORPORATION SHALL, TO THE FULLEST EXTENT PERMITTED BY THE PROVISIONS OF THE FLORIDA CORPORATION ACT, AS THE SAME MAY BE AMENDED AND SUPPLEMENTED, INDEMNIFY ANY AND ALL PERSONS WHOM IT SHALL HAVE POWER TO INDEMNIFY UNDER SAID PROVISIONS FROM AND AGAINST ANY AND ALL OF THE EXPENSES, LIABILITIES OR OTHER MATTERS REFERRED TO IN OR COVERED FOR HEREIN SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH THOSE INDEMNIFIED MAY BE ENTITLED UNDER BY-LAW, AGREEMENT, VOTE OF SHAREHOLDERS OR DISINTERESTED DIRECTORS OR OTHERWISE, BOTH AS TO ACTION IN HIS OFFICIAL CAPACITY AND AS TO ACTION IN ANOTHER CAPACITY WHILE HOLDING SUCH OFFICE, AND SHALL CONTINUE AS TO A PERSON WHO HAS CEASED TO BE DIRECTOR OR OFFICER, AND SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS AND ADMINISTRATORS OF SUCH A PERSON.

ARTICLE XIII

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCKS ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE. ALL RIGHTS OF SHAREHOLDERS ARE SUBJECT TO THIS RESERVATION.

H95000000939

01/24/95 15:33 FAS-T CORPORATE AGENTS

(305) 592-9591

P. 006

H95000000939

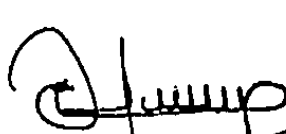
53
JAN 25 1995
FAS-T

ARTICLE XIV

THE REGISTER AGENT FOR THIS CORPORATION SHALL BE:

JACQUES COMBEAU
5445 COLLINS AVE. SUITE 1106
MIAMI BEACH, FL. 33144

IN WITNESS WHEREOF, I HAVE EXECUTED THESE ARTICLES OF INCORPORATION
THIS 23RD DAY OF JANUARY, 1995.



JACQUES COMBEAU
INCORPORATOR

H95000000939

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

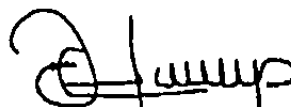
PRIME INVESTMENTS, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH
ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION
AT MIAMI, COUNTY OF DADE, STATE OF FLORIDA HAS NAMED JACQUES
COMBEAU LOCATED AT 5445 COLLINS AVE. STE. 1106 MIAMI BEACH, FL.
33140, COUNTY OF DADE, STATE OF FLORIDA, AS ITS AGENT FOR SERVICE
OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT:

HAVING BEEN NAME TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE
PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

BY:



JACQUES COMBEAU
REGISTERED AGENT
PHONE: (305) 599-7083

8' 10:21 AM
P95000006414

PUBLIC ACCESS SYSTEM
(((H90000007725))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 29 33410-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000007725))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: PRIME INVESTMENTS, INC.
FAX AUDIT NUMBER: H96000007725 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/03/1996 TIME REQUESTED: 10:23:02
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 0 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$07.50 ACCOUNT NUMBER: 072450003255

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(((H96000007725)))

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Help F1 Option Menu F2

NUM

Connect: 00:19:3

FILED
96 JUN -4 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Computer
Linda*

96 JUN -4 PM 12:01
DIVISION OF CORPORATIONS

RECEIVED

EMPIRE CORPORATE KIT

P.02/07

JUN-04-1996 11:15



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1996

PRIME INVESTMENTS, INC.
5445 COLLINS AVENUE STE. 1106
STE CU-4
MIAMI BEACH, FL 33140US

SUBJECT: PRIME INVESTMENTS, INC.
REF: P95000006414

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please change the second word in the last paragraph to restated.

Please return 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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000007725
Letter Number: 996A00027632

FILED
96 JUN -6 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(6)

RESTATED
ARTICLES OF INCORPORATION
OF
PRIME INVESTMENTS, INC.

ARTICLE I
NAME

The name of the Corporation is PRIME INVESTMENTS, INC.

ARTICLE II
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$100.00 par value share.

PREPARED BY:
Nelson Slosbergas, Esquire
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami, FL 33131
FLORIDA BAR NO. 378887
(305) 374.0030

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SELL0000007735

4960007725

949600007725

The registered office of the Corporation and place of business is 200 South Biscayne Blvd., Suite 2720, Miami, Florida 33131. The Registered Agent is Jacques Combeau at 200 South Biscayne Blvd., 27th Floor, Miami, Florida 33131.

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than two persons, the exact number to be determined from time to time in accordance with the By-Laws and Stockholders Agreement.

The names and addresses of the Board of Directors who shall serve until the annual meeting of shareholders or until their successors are elected and qualified in accordance with the Stockholders Agreement shall be:

ADDRESSES

6060 Rolling Road Dr.
Miami, Florida 33156

JACQUES COMBEAU

5601 Collins Avenue
Unit 1520
Miami Beach, Florida 33140

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Jacques Combeau
at 5601 Collins Avenue, Unit 1520, Miami Beach, Florida 33140.

ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

ARTICLE X

PROPOSED TRANSFER OF STOCK

SELL00000944

Any proposed sale, transfer or other disposition of any of the outstanding shares of the Corporation shall be governed by a Stockholders Agreement.

ARTICLE XI

MAJOR ACTIONS OF CORPORATION

Any major action of the Corporation, including the sale of assets, financing, capitalization of Corporation, issuance of stock and other matters must have the approval of the stockholders of the Corporation in accordance with the requirements of the Shareholders Agreement.

These "restated" articles were adopted on May 18, 1996. The number of votes cast for the adoption of the Restated Articles of Incorporation by the Shareholders was sufficient for approval.

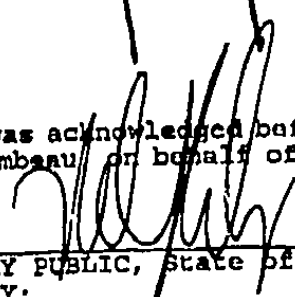
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of May, 1996.



Jacques Combeau

STATE OF FLORIDA)
 :SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29 day of May, 1996, by Jacques Combeau on behalf of the corporation.



NOTARY PUBLIC, State of Florida at Large
NOTARY:
My Commission Expires: _____

Personally Known _____ OR Produced Identification ✓
Type of Identification Produced: _____



NELSON BLOMBERGAS
COMMISSION # CC 640877
EXPIRES JUN 18, 2000
BONDED THRU
ATLANTIC BONDING CO., INC

SELL00000944

SELL 00000764

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PRIME INVESTMENTS, INC.
2. The name and address of the Registered agent is: Jacques Combeau at 200 South Biscayne Blvd., Suite ~~200~~ 2720, Miami, Florida 33131

Signature:
Title:
Date:

[Signature]
Registered Agent and Incorporator
May 29, 1996

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all 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.

Signature:
Date:

[Signature]
May 29, 1996

SELL 00000764

P95000006414

C. Donst...
6060 Kelling Rd. Dr.
Miami, FL 33156

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #) 800002299478--6
-09/22/97--01094--003
4. _____ (Corporation Name) _____ (Document #) *****35.00 *****35.00

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
77 SEP 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01/12/2003
KAC
10-13

29 September 1997

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

Attn: Ms. Karen Gibson
Corporate Specialist

Subject: Prime Investments, Inc.
Ref. Number: P95000006414
Letter Number: 497A00047442


I received the attached letter from you regarding my request to have the records of the referenced company amended to reflect my resignation as a Director. I did not know that I had to send a copy of the resignation.

I enclose the following documents:

- a copy of my resignation letter, dated 29 May 1997.;
- a copy of the Meeting of Shareholders dated 10 June 1997, at which my resignation was accepted;
- a copy of the Meeting of Directors dated 10 June 1997, at which my resignation was accepted.

Thank you very much for your attention to this matter.

Cordially,


Carl A. Boonstra
6060 Rolling Rd. Dr.
Miami, FL 33156-5655
Tel: (305)661-0841
Fax: (305)661-2022



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1997

CARL A. BOONSTRA
6060 ROLLING ROAD DR.
MIAMI, FL 33156

SUBJECT: PRIME INVESTMENTS, INC.
Ref. Number: P95000006414

We have received your document for PRIME INVESTMENTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE RESIGNATION HAS NOT YET BEEN FILED BECAUSE THE RESIGNATION SENT IN MUST BE SIGNED.

Please return 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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 497A00047442

Miami, 28 May 1997

To the Shareholders of Prime Investments, Inc.

Dear sirs,

This letter is to inform you that effective this date I submit my irrevocable resignation as Director and President of Prime Investments, Inc.

Sincerely,



Carl A. Boonstra

FILED
97 SEP 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA