

N & D MANAGEMENT CORPORATION

P. O. Box 910097, Longwood, Florida 32791-0097

P95000011706

FILED
95 FEB -9 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 2, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32312

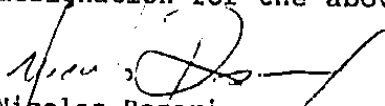
Re: N & D MANAGEMENT CORPORATION

RECORDED
-02/09/95--01137--0001
***122.50 ***122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for the Registered Agent designation for the above named corporation.


Nicolas Rosario
President
N & D MANAGEMENT CORPORATION

FEB 10 1995 BSB

ARTICLES OF INCORPORATION
OF

N & D MANAGEMENT CORPORATION

FILED

95 FEB -9 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:
N & D MANAGEMENT CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida State law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of ten Dollar(s) (\$10.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal address of the corporation is:

ADDRESS P. O. Box 916097

CITY Longwood

FLORIDA

ZIP 32791-6097

The name and street address of the Initial Registered Agent of this Corporation is:

NAME Nicolas Rosario

ADDRESS 823 Raven Circle #102

CITY Altamonte Springs

FLORIDA

ZIP 32714

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Nicolas Rosario	Isabel Matos
ADDRESS	823 Raven Circle #102 Altamonte Springs, FL 32714	823 Raven Circle #102 Altamonte Springs, FL 32714

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporator(s) signing these Articles of Incorporation are as follows:

NAME	Nicolas Rosario	Isabel Matos
ADDRESS	823 Raven Circle #102 Altamonte Springs, FL 32714	823 Raven Circle #102 Altamonte Springs, FL 32714

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 16th day of February, 1995.

Nicolas Rosario 583-54-9120
Isabel Rosario 583-58-1661

STATE OF FLORIDA

SS

COUNTY OF Seminole

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Nicolas Rosario and Isabel Matos

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that _____ executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 16th day of Feb, 1995.

Jose L. Camacho
 (Notary Public, State of Florida at Large)



OFFICIAL SEAL
 JOSE L. CAMACHO
 My Commission Expires
 Nov. 23, 1995
 Comm. No. CC 42906

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED
95 FEB -9 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N & D MANAGEMENT CORPORATION

Pursuant to Florida Statutes Sections 48.891 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

023 Raven Circle #102
Altamonte Springs, FL 32714

has named Nicolas Rosario, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



P950000 / 1706

(Requestor's Name)

OFFICE USE ONLY

Nicolus & Isabel Rosario
P.O. Box 916097
Longwood, FL 32791

407-426-5908 Ph.

400001644134
-11/22/95--01066--008
*****87.50 *****87.50

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

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
95 DEC 18 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

502
ARF
11/29

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

November 29, 1995

NICOLAS & ISABEL ROSARIO
PO BOX 916097
LONGWOOD, FL 32791

SUBJECT: N & D MANAGEMENT CORPORATION
Ref. Number: P95000011706

We have received your document for N & D MANAGEMENT CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 395A00052168

RECEIVED
95 DEC 18 AM 9:15
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
NOV 18 11:10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N & D MANAGEMENT CORPORATION
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

ARTICLE 1 _ CORPORATE NAME

The name of the corporation is:

Primevest Management Corp.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 14, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.


The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 14th of November, 19 95.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Nicolas Rosario
Typed or printed name

Director / Incorporator
Title