

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-6870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: To Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: The Premier Corp.  
Inc.

C.C. FEE.

DISBURSED

Capital Express™

Art. of Inc. File

C U S- Record Search

Foreign Corp. File

Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ( )

Top Priority

Express Mail Prep.

FAX ( ) pgs.

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AAK \_\_\_\_\_

WALK-IN

Will Pick Up 227 12.12

Please remit Invoice number with payment

TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts

Past 30 Days, 18% per Annum.

THANK YOU

from

Your Capital Connection

700001415897  
-02/27/95--01039--010  
\*\*\*\*122.50 \*\*\*\*122.50FILED  
95 FEB 27 AM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE PREMIER GROUP, INC.

FILED

95 FEB 27 AM 12:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of the corporation shall be THE PREMIER GROUP, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) Shares of common stock. Each share shall have a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation shall be 120 East Concord Street, Orlando, Florida 32801, and the name of the initial Registered Agent for the corporation is DONNA L. DRAVES.

## ARTICLE V

### SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish compliance.

## ARTICLE VI

### TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VII

### LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, in the absence of fraud or wrongdoing shall be indemnified, whether then in office or not, for any and all reasonable costs or expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII

### SELF DEALING

No contract or other such transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors or officers of any other corporation, and directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from his contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any of the directors of the corporation may vote upon any and all

transaction(s) with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

#### ARTICLE IX

##### DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

TED INGS  
7380 Sand Lake Road  
Suite 500  
Orlando, FL 32819

JOSEPH CASANO  
7380 Sand Lake Road  
Suite 500  
Orlando, FL 32819

JEFFREY WEAVER  
7380 Sand Lake Road  
Suite 500  
Orlando, FL 32819

#### ARTICLE X

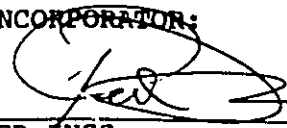
##### INCORPORATOR

The name and address of the Incorporator is:

TED INGS  
7380 Sand Lake Road  
Suite 500  
Orlando, FL 32819

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24 day of February, 1995.

INCORPORATOR:

  
TED INGS

(LS)

STATE OF FLORIDA  
COUNTY OF ORANGE

24th The foregoing instrument was acknowledged before me this  
day of February, 1995.

Aue E. Zagorski  
PRINT NAME: SUE E. ZAGORSKI  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission expires:

TYPE OF IDENTIFICATION USED:

Florida Drivers License No.  
F520-804-62-186-0

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

The following is submitted in compliance with the laws of  
the State of Florida.

THE PREMIER GROUP, INC., a corporation organized under the  
laws of the State of Florida, with its principal office located  
at 7380 Sand Lake Road, Suite 500, Orlando, Florida 32819, has  
named DONNA L. DRAVES, whose address is 120 East Concord Street,  
Orlando, Florida 32801, as its Registered Agent to accept  
service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to  
keep the office open during prescribed hours; to post my name  
(and any other officers of said corporation authorized to accept  
service of process at the above designated address) in some  
conspicuous place in the office as required by law. I further  
state that I am familiar with and accept the duties and  
responsibilities as registered agent for said corporation.

REGISTERED AGENT

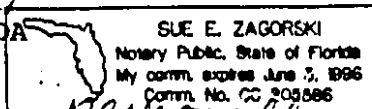
Donna L. Draves  
DONNA L. DRAVES

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared DONNA L. DRAVES to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal this 24th day of February, 1995.

Sue E. Zagorski  
PRINT NAME: SUE E. ZAGORSKI  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:



TYPE OF IDENTIFICATION USED:

Personally known