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LAW OFFICES

LINSKY & REIBER

TWIGGS LEGAL CENTER, SUITE 200
601 EAST TWIGGS STREET
TAMPA, FLORIDA 33603
(813) 223-7500 FAX (813) 223-6010

April 7, 1995

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Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32314

Re: *Articles of Incorporation for Primerica Development Group, Inc.*

Dear Sir/Madame:

Enclosed please find two (2) original Article of Incorporation for the above referenced matter, along with our check in the amount of \$122.50 to cover the filing fees.

If anything further is needed, please feel free to contact me.

Thank you for your attention in this matter.

Sincerely,



Sam I. Reiber

SIR/plm

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
PRIMERICA DEVELOPMENT GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is:

PRIMERICA DEVELOPMENT GROUP, INC.

The principal address of the corporation shall be:

601 East Twiggs St., Suite 200
Tampa, Florida 33602

ARTICLE II
DURATION

This corporation shall have a perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of the State of Florida.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1000 shares of stock having a par value of \$1.00 per share. All shares of stock shall be designated as common shares. The stock may be issued in fractioned shares and may be in whole or in part canceled and reissued at any time in compliance with the By-laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE V DIVIDENDS

The holders of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of Directors either from the corporation's net earnings or from the surplus of the corporation's assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or shares of the common stock of the corporation.

ARTICLE VI QUORUM FOR STOCKHOLDER MEETINGS

Unless otherwise provided for in the Corporations By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 601 East Twiggs, Suite 200, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Sam I. Reiber.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The name and address of the initial directors of the Corporation are as follows:

Richard Trzcinski
9257 Lazy Lane
Tampa, Florida 33614

**ARTICLE IX
INCORPORATORS**

The name and post office address of the incorporator of the Corporation is:

Sam I. Reiber
601 East Twiggs, Suite 200
Tampa, Florida 33602

**ARTICLE X
AMENDMENT**

The 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 Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI
BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and Shareholders.

**ARTICLE XII
RESTRICTION ON TRANSFER OF CAPITAL STOCK**

Unless otherwise provided in the Corporations By-Laws, no shares of the capital stock of this Corporation may be transferred without the prior approval of the Corporation's Board of Directors.

**ARTICLE XIII
INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this 7th day of April, 1995.

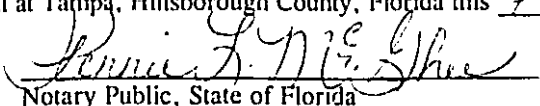


Sam I. Reiber

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared, Sam I. Reiber, as incorporator, who is personally known by me, or has produced _____ as identification.

WITNESS MY HAND and official seal at Tampa, Hillsborough County, Florida this 7th day of April, 1995.



Notary Public, State of Florida

My Commission Expires:

Print name: Pennie L. McGhee



**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That DREAM ISLAND CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Tampa, the County of Hillsborough, State of Florida, has named Sam I. Reiber as its agent to accept service of process within the state.

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

REGISTERED OFFICE ADDRESS: 601 E. Twiggs Street, Suite 200, Tampa, Florida 33602.

By: _____



Sam I. Reiber
Registered Agent