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ROSS & BURGER, P.A.

A PROFESSIONAL ASSOCIATION
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MIAMI, FLORIDA 33133

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FILED

95 MAY 18 PM 3:46

CLERK OF THE COURT
TALLAHASSEE, FLORIDA

May 18, 1995

ENCLOSURE 1493883
05/18/95-01103-000
***245.00 ***122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: PRIMA HOLDING CORPORATION AND PRIMA FINANCE CORPORATION

Gentlemen:

Enclosed please find two originals and a copy of each Article of Incorporation for the above-named corporations. In addition, a check in the sum of \$245.00 is enclosed which represents the following fees:

PRIMA HOLDING CORPORATION
Filing Fee \$122.50

PRIMA FINANCE CORPORATION
Filing Fee \$122.50

\$245.00

Please file the original of the enclosed Articles of Incorporation and name reservation Electronic Confirmation Sheets.

Your prompt attention to this matter would be appreciated.

Very Truly Yours,



TIMOTHY W. ROSS

TWR/gmr

Enclosures

D. BROWN MAY 19 1995

ARTICLES OF INCORPORATION
PRIMA HOLDING CORPORATION

FILED
95 MAY 18 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

NAME OF CORPORATION

The name of this corporation shall be PRIMA HOLDING CORPORATION.

II.

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To operate a holding company, and to engage in any activities or business permitted under the laws of the United States and Florida.

b. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the United States and the State of Florida.

III.

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at one dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money

or property, labor or services.

IV.

DURATION

The corporation shall have a perpetual existence.

V.

REGISTERED AGENT

The street address, principal office and mailing address of this corporation's initial registered office is: 6175 N.W. 167 Street, Suite G-40, Miami Lakes, FL 33015, and the name of its initial registered agent at said address is Aura Norma Sanpere.

VI.

INCORPORATOR

The name and address of the Incorporator is as follows: Aura Norma Sanpere, 6175 N.W. 167th Street, Suite G-40, Miami Lakes, FL 33015.

VII.

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

Aura Norma Sanpere, 6175 N.W. 167th Street, Suite G-40, Miami Lakes, FL 33015.

VIII.

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX.

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X.

NON-RESIDENT DIRECTORS

Directors need not be residents of this State or Shareholders unless the Articles of Incorporation or Bylaws so require.

XI.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each Director.

XII.

INDEMNIFICATION

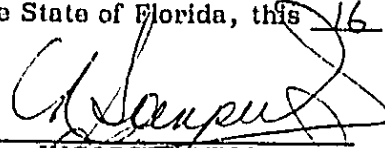
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

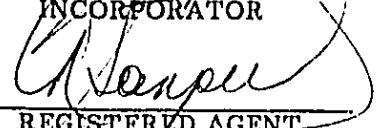
XIII.

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing Corporations.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 16 day of May, 1995.



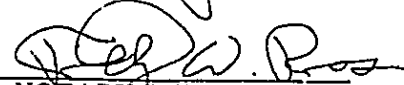
INCORPORATOR


REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Aura Norma Sanpere who is personally known to me and who showed me a Driver's License as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 16 day of May, 1995.



NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES ON 12/31/96
BONDS ARE REQUIRED BY FLORIDA STATUTES.

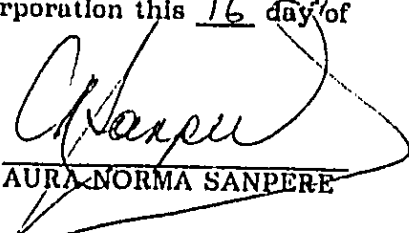
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statutes Section 607.0501, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for service of process with the State of Florida:

NAME OF CORPORATION:	PRIMA HOLDING CORPORATION
NAME OF REGISTERED AGENT:	AURA NORMA SANPERE
ADDRESS OF REGISTERED AGENT:	6175 N.W. 167TH STREET SUITE G-40 MIAMI LAKES, FL 33015

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

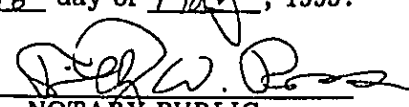
The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this 16 day of May, 1995.


AURA NORMA SANPERE

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared AURA NORMA SANPERE, known to be and known by me to be the person who executed the foregoing Certificate Designating Registered Agent and Registered Office, and he acknowledged before me that he executed same for the purposed and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 16 day of May, 1995.


NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Sept. 3, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.