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FILED
MAR 28 AM 8:54
TALLAHASSEE, FLORIDA

March 26, 1996

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

RECORDED 1751758
-03/28/96--01108--020
***122.50 ***122.50

Re: Premium Sourcing, Inc.

Gentlemen:

Enclosed for filing with your office are articles of incorporation, in duplicate, prepared to effect the formation of the above-referenced proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of the following fees:

Filing Fee	\$	35.00
Registered Agent Fee		35.00
Certified Copy		<u>52.50</u>
Total	\$	122.50

The certified copy of this filing should be forwarded to me. Thank you for your cooperation with this matter.

Sincerely,

Kirkpatrick & Lockhart

Jan Blanck,
Lawyer's Assistant to
Gary M. Carman

cc: Gary M. Carman, Esq.

MI1-97728.1

**ARTICLES OF INCORPORATION
OF
PREMIUM SOURCING, INC.**

FILED
JAN 11 1964
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

The undersigned, acting as incorporator of Premium Sourcing, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is Premium Sourcing, Inc.

ARTICLE II

ADDRESS

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Gary M. Carman.

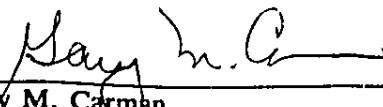
ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gary M. Carman	c/o Kirkpatrick & Lockhart LLP 201 South Biscayne Boulevard 20th Floor Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of March, 1996.



Gary M. Carman,
Incorporator

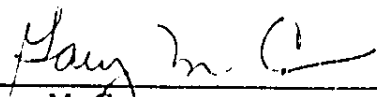
CERTIFICATE OF REGISTERED AGENT

OF

PREMIUM SOURCING, INC.

Having been named to accept service of process for Premium Sourcing, Inc. at the place designated in the foregoing Articles of Incorporation, Gary M. Carman agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATED: March 26, 1996



Gary M. Carman

FILED
CORPORATE
MAR 28 11 09 AM '96
TALLAHASSEE, FLORIDA