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Jeffrey A. Jacobs, P.A.
Attorneys at Law

SUITE 201
2330 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

JEFFREY A. JACOBS
AARON FRUHLING*
*ALSO ADMITTED IN NY & NJ
OF COUNSEL
HEIDI M. ROTH, P.A.

TELEPHONE (305) 443-3100
TELEFAX (305) 445-8990

FILED
MAR 2 1996
FBI - MIAMI

February 29, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Priority Concepts, Inc.

300001745243
-03/15/96--01102--007
****131.25 ****131.25

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation as concerns the above captioned corporation. Please forward a copy of the Incorporated documents to our office.

Attached please find our check in the amount of \$131.25 in and for the filing fee, Certified copy and Certificate.

Thank you for your cooperation in this matter.

Very truly yours,


AARON FRUHLING

AF:em

Encl.

3-20-96
TD



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1996

AARON FRUHLING
2330 PONCE DE LEON BLVD. STE 201
CORAL GABLES, FL 33134

SUBJECT: PRIORITY CONCEPTS, INC.
Ref. Number: W96000006030

We have received your document for PRIORITY CONCEPTS, INC. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of Incorporation be executed by an incorporator.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 596A00012803

LAW OFFICES OF

Jeffrey A. Jacobs, P.A.
Attorneys at Law

SUITE 201

2330 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 443-3100
TELEFAX (305) 445-5990

JEFFREY A. JACOBS
AARON FRUHLING*
*ALSO ADMITTED IN NY & NJ
OF COUNSEL
HEIDI M. ROTH, P.A.

April 4, 1996

Terri Buckley
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Priority Concepts, Inc.

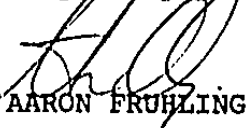
Dear Ms. Buckley:

Pursuant to your instructions, enclosed please find an original and one copy of the Articles of Incorporation as concerns the above captioned corporation. Please forward a copy of the Incorporated documents to our office.

Additionally, enclosed please find a copy of your previous letter to us.

Thank you for your cooperation in this matter.

Very truly yours,


AARON FRUHLING

AF:em

Encl.

FILED
96 APR -8 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRIORITY CONCEPTS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associates themselves together to form a corporation under the law of the State of Florida.

ARTICLE I
NAME

The name of this corporation is: Priority Concepts, Inc.

ARTICLE II
DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of all matters relating to marketing research and any and all other lawful business permitted under the laws of the United States and the State of Florida necessary to effectuate this.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 4835 S.W. 75th Avenue, Miami, Florida 33155 and the name of the initial registered agent of this corporation at that address is: ESTEBAN TORRES

ARTICLE VII
INCORPORATORS

The name and address of the person signing these articles is:

NAME	ADDRESS
ESTEBAN TORRES	4835 S.W. 75th Avenue Miami, Florida 33155

ARTICLE VIII
INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) director and (1) officer initially. The number of directors and officers 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 directors and/or officers of this corporation are:

NAME	ADDRESS
Esteban Torres President	4835 S.W. 75th Avenue Miami, Florida 33155
Maryann Torres Secretary	4835 S.W. 75th Avenue Miami, Florida 33155

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

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ARTICLE X
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Esteban Torres

100%

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI
MANAGEMENT OF CORPORATION BY DIRECTORS AND OFFICERS

All corporate powers shall be exercised by or under the authority of the Director and the business affairs of this corporation shall be managed under the direction of the Director of this corporation.

ARTICLE XII
POWERS

This corporation shall have the corporate power:

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.

(b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at its pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees in accordance with the Florida Statutes.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnership, or individuals, or

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direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter its By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers and employees and directors, officers and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE XIII DIRECTORS RESIDENCY AND COMPENSATION

The residency requirements of the officers and directors is as required by law.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors and officers of this corporation.

ARTICLE XIV DIRECTORS AND OFFICERS QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of the directors.

If a quorum is present, the affirmative vote of majority of the directors, or if there has been an abstention from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting

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shall be the act of the Board of Directors.

A majority of the officers shall constitute a quorum for a meeting of the officers.

If a quorum is present, the affirmative vote of majority of the officers, or if there has been an abstention from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the officers present and voting shall be the act of the Board of Directors.

ARTICLE XV SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XVI APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XVII RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled under the Florida General Corporation Act.

ARTICLE XVIII MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX ACTION BY DIRECTORS WITHOUT A MEETING

The Directors and Officers of this corporation may take action by written consent as provided by law.

ARTICLE XX ELECTION OF DIRECTORS AND FILING OF VACANCIES

The Directors and Officers of this corporation shall be chosen at the annual meeting of the stockholders. Vacancies in the

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Board of Directors shall be filled by the directors remaining in office until the next annual meeting of the stockholders.

ARTICLE XXI INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XXII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XXIII CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by forty percent (40%) of the shares entitled to vote.

ARTICLE XXIV REDUCTION OF STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXV TRANSACTIONS BETWEEN STOCKHOLDERS AND ITS DIRECTORS

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be

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affected or invalidated by the fact that any director or directors of the corporation is party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, 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 thus 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 director of the corporation may vote upon any contract or other transactions between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE XXVI

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of April, 1996.

Estelton Lund
Subscriber

STATE OF FLORIDA)
 : SS :
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Estelton Lund known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 2nd day of April, 1996.

Elizabeth Mark
Notary Public, State of Florida

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

I, Esteban Torres, hereby accept appointment as
resident agent with reference to the within corporation.

Esteban Torres

STATE OF FLORIDA)
 : SS :
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take
acknowledgments in the State and County set forth above, personally
appeared Esteban Torres known to me to be the person who executed
the foregoing Articles of Incorporation and he acknowledged before
me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the State and County aforesaid this 2 day
of April, 1996.

Elizabeth Mark
Notary Public, State of Florida

My Commission Expires:



FILED
96 APR -8 PM 2:45
TALLAHASSEE, FLORIDA

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