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TO: DIVISION OF CORPORATIONS FROM: TESCHER, LIPPMAN, VALINSKY & KAIN  
DEPARTMENT OF STATE ONE FINANCIAL PLAZA  
STATE OF FLORIDA SUITE 2300  
409 EAST GAINES STREET FT. LAUDERDALE FL 33394-0000  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000 CONTACT: PATRICIA FOX-BUTLER  
PHONE: (305) 467-1964  
FAX: (305) 467-2264

NAME: PREMIERE EQUITIES, INC.  
FAX AUDIT NUMBER: H96000008206  
DATE REQUESTED: 06/12/1996  
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

95-21-3  
COWLEY

ARTICLES OF INCORPORATION  
OF  
PREMIERE EQUITIES, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: Premiere Equities, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 9600 W. Sample Road, Suite 301, Coral Springs, FL 33065.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.0001 par value per share.

Fax Audit No. H96000008206  
Prepared by: Kipnis Tescher Lippman Valinsky & Kain  
One Financial Plaza, Suite 2308  
Ft. Lauderdale, FL 33394  
(954) 467-1964  
Howard Tescher, Esq. FL Bar No. 509183

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TALLAHASSEE, FLORIDA

ARTICLE IV

REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Stephen H. Larkin  
9600 W. Sample Road  
Suite 301  
Coral Springs, FL 33065

ARTICLE V

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Stephen H. Larkin  
9600 W. Sample Road  
Suite 301  
Coral Springs, FL 33065

ARTICLE VI

INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE VII

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

Fax Audit No. H96000008206

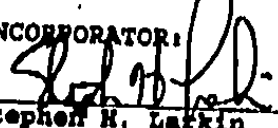
Prepared by: Kipnis Tescher Lippman Valinsky & Kain  
One Financial Plaza, Suite 2308  
Ft. Lauderdale, FL 33394 2  
(954) 467-1964  
Howard Tescher, Esq. FL Bar No. 509183

ARTICLE VIII

CONTROL SHARE ACQUISITIONS

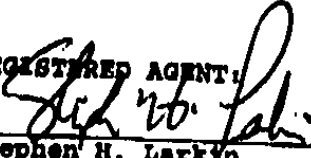
This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:

  
Stephen H. Larkin

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:

  
Stephen H. Larkin

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