

SRC # 1-2720

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TALLAHASSEE, FL 32310-3607
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P96000077014



PREPARED BY: LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 079993 4303929

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : September 10, 1996

ORDER TIME : 9:49 AM

ORDER NO. : 079993

CUSTOMER NO: 4303929

1 100001943261

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: THE PRIMARY COMPANIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

502-672
1996-19059

96-100
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE PRIMARY COMPANIES, INC.
Ref. Number: W96000019059

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

96 SEP 10 AM 9:46

RESUBMIT

Please give original
submission date as file date.

We have received your document for THE PRIMARY COMPANIES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Claretha Golden
Document Specialist

Letter Number: 696A00042223

96 SEP 15 PM 3:45
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

PRIMARY CORPORATE GROUP, INC.

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS

95 SEP 10 AM 9:46

ARTICLE I

The name of the corporation is Primary Corporate Group, (hereinafter called the "Corporation"). Inc.

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1001 South Bayshore Drive, 12th Floor, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Marshall R. Pasternack.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address

of the member of the Initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Bradley S. Weiss
1001 South Bayshore Drive
12th Floor
Miami, Florida 33132

ARTICLE VII

The name of the Incorporator is Marshall R. Pasternack and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day of September, 1996.



Marshall R. Pasternack - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Primary Corporate Group, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Marshall R. Pasternack - Registered Agent

Dated: September 9, 1996

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