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EXAMINER'S INITIALS:

_ CERTIFICATE OF GOOD STANDING CONTACT PERSON: Danny G. Smith

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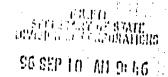
FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

Soptember 11, 1996

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: THE PRIMARY COMPANIES, INC.

Ref. Number: W96000019059



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.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden Document Specialist

Letter Number: 696A00042223

ARTICLES OF INCORPORATION

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PRIMARY CORPORATE GROUP, INC.

ARTICLE I

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

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

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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