

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Premier Holding
Group, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> (-) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	100002000151--6	
<input type="checkbox"/> Annual Report/Reinstatement	11/08/96--01032--002	
<input type="checkbox"/> Reg. Agent Service	*****10.00	*****10.00
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

96 NOV - 6 AM 11:29
 SECRETARIAT
 TALLAHASSEE, FLORIDA
 FILED

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY PAK

WALK-IN Will Pick Up 11-8 1200 AD 11/8

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
PREMIER HOLDING GROUP, INC.

FILED
96 NOV -8 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of the corporation shall be:

PREMIER HOLDING GROUP, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature and the object and purposes proposed to be transacted and carried on is consulting, and any and all other lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be FIVE HUNDRED (500) shares of \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V

CORPORATE EXISTENCE

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

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Eric Gorbach	525 S. Flagler Drive Suite 301 West Palm Beach, Florida 33401	same

The registered office of the corporation and its principal place of business shall be as above, with the privilege of having branch offices at other places within or without the State of Florida. The

registered agent at the above address shall be Eric Gorbach.

ARTICLE VII

OFFICERS AND DIRECTORS

The names and post office addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Eric Gorbach	525 S. Flagler Drive Suite 301 West Palm Beach, Florida 33401	President
Christian Hainsworth	525 S. Flagler Drive Suite 301 West Palm Beach, Florida 33401	Secretary

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE VIII

SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Eric Gorbach	525 S. Flagler Drive Suite 301 West Palm Beach, Florida 33401	125
Christian Hainsworth	525 S. Flagler Drive Suite 301 West Palm Beach, Florida 33401	125
Carmine A. DellaSala, Jr.	525 S. Flagler Drive Suite 301 West Palm Beach, Florida 33401	125
Charles R. Cook	525 S. Flagler Drive Suite 301 West Palm Beach, Florida 33401	125

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

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 from any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and we do agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 1 day of Nov, 1996.

In the presence of:

Barbara Beck

Eric Gorbach
ERIC GORBACH

Erma J Skiles

STATE OF FLORIDA)

)ss

COUNTY OF PALM BEACH)



ERMA J SKILES
My Commission CC434002
Expires Jan. 18, 1999
Bonded by ANI
800-882-8878

BEFORE ME, the undersigned authority, personally appeared, ERIC GORBACH, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein express.



ERMA J SKILES
My Commission CC434002
Expires Jan. 18, 1999
Bonded by ANI
800-882-8878

By: _____

Name: Erma J Skiles
Notary Public - State of Florida
My Commission Expires: _____

Barbara Beck
Erma J Skiles

CHRISTIAN HAINSWORTH

STATE OF FLORIDA)

)ss

COUNTY OF PALM BEACH)



ERMA J SKILES
My Commission CC
Expires Jan. 18, 1999
Bonded by ANI
800-882-8878

BEFORE ME, the undersigned authority, personally appeared, CHRISTIAN HAINSWORTH to me well known to be the individual described in and who executed the foregoing Articles of

Incorporation, and he acknowledged before me that he executed the same for the purposes therein express.

By: _____

Name: Erma J. Skiles
Notary Public, State of Florida
My Commission Expires:

[Signature]
Erma J. Skiles

CARMINE A. DELLASALA, JR.



ERMA J SKILES
My Commission CC434002
Expires Jan. 18, 1999
Bonded by AND
800-852-6878

STATE OF FLORIDA)

)ss

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared CARMINE A. DELLASALA, JR. to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein express.

By: _____

Name: Erma J. Skiles
Notary Public, State of Florida
My Commission Expires:

[Signature]
Erma J. Skiles

CHARLES R. COOK



ERMA J SKILES
My Commission CC434002
Expires Jan. 18, 1999
Bonded by AND
800-852-6878

STATE OF FLORIDA)

)ss

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, CHARLES R. COOK, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein express.

By: _____

Name: Erma J. Skiles
Notary Public, State of Florida
My Commission Expires:

FILED
96 NOV -8 AM 11:29
TALLAHASSEE, FLORIDA

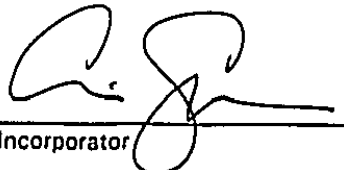
To: The Department of State
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

PREMIER HOLDING GROUP, INC., with its place of business at 525 S. Flagler Drive, Suite 301, West Palm Beach, Florida 33401 has named ERIC GORBACH, located at 525 S. Flagler Drive, Suite 301, West Palm Beach, Florida 33401, as its agent to accept service of process within Florida.

Dated: 11/1/96, 1996.


Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated: 11/1/96, 1996.


Registered Agent