

(SAMPLE LETTER OF TRANSMITTAL)

DATE November 6, 1996

Florida Department of State
Division of Corporations
P.O. Box 620
Tallahassee, FL 32304

P96000093673

Re: Prime Investment Group, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

600002002426--5
-11/13/96--01066--001
****122.50 ****122.50

Victor Carnero
(Individual's Name)

Prime Investment Group Inc.
(Name of Corporation)

[Signature]
11/15

MAILING ADDRESS OF CORPORATION		
8649 NW 186 Street		
Miami, Florida		
33015		
PHONE		
(305)	829-8967	
Area Code	Number	Ext.

suite 119

ARTICLES OF INCORPORATION

of
Prime Investment Group Inc
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Prime Investment Group Inc

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
<u>8649 NW 186 Street # 119</u>		
CITY	FLORIDA	ZIP
<u>Miami</u>		<u>33015</u>

Mailing address, if different

STREET ADDRESS		
<u>Same</u>		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	<u>Victor Carnero</u>	
ADDRESS	<u>8649 NW 186 Street # 119</u>	
CITY	FLORIDA	ZIP
<u>Miami</u>		<u>33015</u>

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors 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 director(s) of the corporation are as follows:

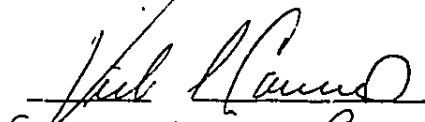
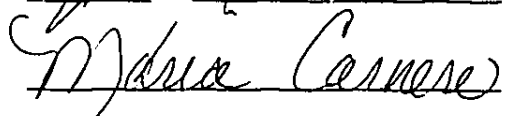
NAME	Victor Carnero		
ADDRESS	8649 NW 186 Street # 119		
CITY	MIAMI	STATE	FL. ZIP 33015
NAME	MARIA Carnero		
ADDRESS	8649 NW 186 Street # 119		
CITY	MIAMI	STATE	FL. ZIP 33015
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Victor Carnero		
ADDRESS	8649 NW 186 Street # 119		
CITY	MIAMI	STATE	FL. ZIP 33015
NAME	MARIA Carnero		
ADDRESS	8649 NW 186 Street # 119		
CITY	MIAMI	STATE	FL. ZIP 33015
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 6th day of November, 1996.

 (Signature)
 (Signature)
 _____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Prime Investment Group Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 45.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 8649 NW 186 Street # 119
Miami, Florida 33015

has named Victor Carnero

located at the aforesaid address, as its registered agent to accept service of process within this state.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Victor Carnero
(Signature)

Nov. 6, 1996
(Date)