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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: PRIME CAPITAL GROUP, INC..  
AUDIT NUMBER.....H96000017265  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 6  
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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION  
OF  
PRIME CAPITAL GROUP, INC.

⑥

ARTICLE I

NAME

The name of the Corporation is PRIME CAPITAL GROUP, INC..

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:  
Nelson Slosbergas, Esquire  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami, FL 33131  
FLORIDA BAR NO. 378887  
(305) 374-0030

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**ARTICLE V  
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation and place of business is 501 Brickell Key Drive, Suite 400, Miami, Florida 33131. The Registered Agent is Nelson Slosbergas at 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

**ARTICLE VII  
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

**NAMES**

**ADDRESSES**

ALBERTO CARLOS DE FREITAS RAMOS

501 Brickell Key Drive,  
Suite 400  
Miami, Florida 33131

JOAO HENRIQUE GIOMETTI BERTONHA

501 Brickell Key Drive,  
Suite 400  
Miami, Florida 33131

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CARL ALBERT MOONSTRA

501 Brickell Key Drive,  
Suite 400  
Miami, Florida 33131

HOWARD B. LANDERS

501 Brickell Key Drive,  
Suite 400  
Miami, Florida 33131

#### ARTICLE VIII

##### INCORPORATOR

The name and address of the incorporator is: Nelson  
Slobergas, 501 Brickell Key Drive, Suite 400, Miami, Florida  
33131.

#### ARTICLE IX

##### INDEMNIFICATION

Every person now or hereafter serving as director, officer or  
employee of the Corporation shall be indemnified and held harmless  
by the Corporation from and against any and all loss, cost,  
liability and expense that may be imposed upon or incurred by him  
in connection with or resulting from any claim, action, suit or  
proceeding, in which he may become involved, as a party or  
otherwise, by reason of his being or having been a director,  
officer or employee of the Corporation, whether or not he continues  
to be such at the time such loss, cost, liability or expense shall  
have been imposed or incurred, except with regard to matters as to  
which any such director, officer or employee shall be adjudged in  
any claim, action, suit or proceeding to be liable for his own  
gross negligence or willful misconduct in the performance of duty.

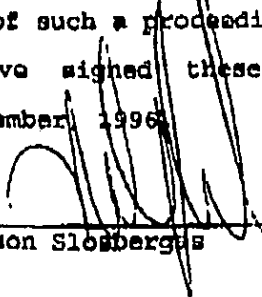
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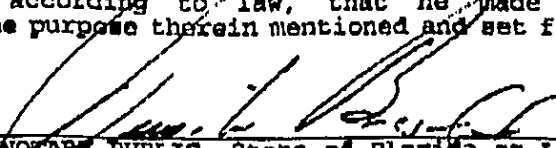
Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

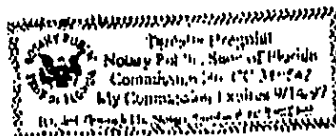
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of December, 1996.

  
Nelson Slosberg

STATE OF FLORIDA     )  
                              :SS.  
COUNTY OF DADE     )

The foregoing Articles of Incorporation was acknowledged before me this 9th day of December, 1996, by Nelson Slosberg who is personally known to me and who did not take an oath. He acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth therein.

  
NOTARY PUBLIC, State of Florida at Large  
NOTARY: TERESITA BRIGOLAT  
My Commission Expires:



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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 2207.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PRIME CAPITAL GROUP, INC.
2. The name and address of the Registered agent is: Nelson Slosbergas, 501 Brickell Key Drive, Suite 400, Miami, FL 33131.

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Registered Agent and Incorporator

Date: \_\_\_\_\_

December 9th, 1996

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed 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.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

December 9th, 1996

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