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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

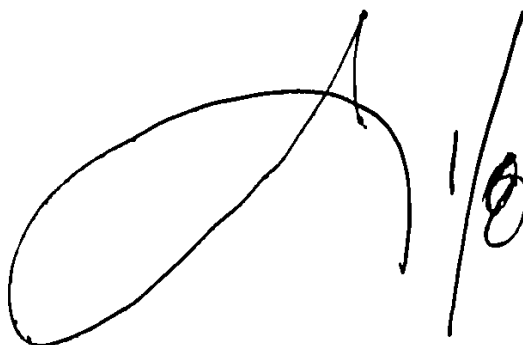
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****245.00 ****122.50

SUBJECT: PRIME VALUE, INC.

Enclosed please find an original and one (1) copy of the articles of
incorporation for the above corporation and check in the amount of \$ 122.50

FROM: Steven Seth Sabin
1501 North 46th. Avenue
Hollywood, FL 33021
305/967-0123

FILED
97 JAN -2 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

 1/8

WE THE UNDERSIGNED, do hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation, shall be:

PRIME VALUE, INC.

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TALLAHASSEE FLORIDA

ARTICLE II

PRINCIPLE OFFICE

The principle place of business of said corporation shall be 1501 North 46th. Avenue, Hollywood, FL 33021; with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE III

CAPITAL STOCK

The total amount of the authorized capital stock of this corporation shall be One Thousand (1,000) shares of common voting stock with One Dollar (\$ 1.00) par value, of the whole of which shall be paid for with lawful money of the United States of America or with property, labor, or services, at a just valuation fixed by the Directors.

ARTICLE IV

NAME AND ADDRESS OF REGISTERED AGENT

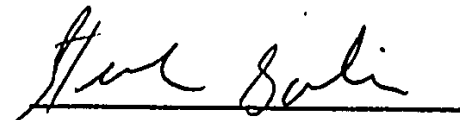
Steven Seth Sabin
1501 North 46th. Avenue
Hollywood, FL 33021

ARTICLE V

THE NAME AND ADDRESS OF INCORPORATOR

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>VALUE OF SHARES</u>
Steven Sabin	1501 North 46th. Avenue Hollywood, FL 33021	1000	\$ 1,000.00

The undersigned has executed these Articles of Incorporation this
21st. day of February 1996.



Signature/Title

STATE OF FLORIDA)
)
COUNTY OF DADE)

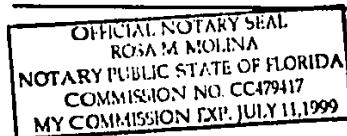
PERSONALLY APPEARED BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgements, STEVEN SABIN, to me to be the person described in and who executed the foregoing Certificate of Incorporation, each of whom acknowledged before me that he made and subscribed the same for the purposes therein set forth and expressed.

of Feb 26 WITNESS my hand and official seal this _____ day
of _____, 1996.



NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My Commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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 VALUE, INC.
- 2 The name and address of the registered agent and office is:

Steven Seth Sobin
1501 North 46th Avenue
Hollywood, FL 33021

Signature

Steven Sobin

Title

Dror.

Date

2/26/96

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 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.

Signature

Steven Sobin

Date

2/26/96

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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