

P97000003986

PREMIER DEVELOPMENT SERVICES, INC.

January 2, 1997

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: Incorporation of Premier Development Services, Inc.

000002051150--7

-01/08/97--01101--007
****122.50 ****122.50

Gentlemen:

Enclosed are two (2) executed copies of the Articles of Incorporation of the above-referenced entity along with a check, payable to the Secretary of State in the amount of \$122.50 in payment of the filing fee.

Please return the certified copy to the attention of the undersigned.

Very truly yours,


Terry A. Yimin
President

Enclosures

FILED
97 JAN -8 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

Jan 4, 1997

DMC
1-15-97

**ARTICLES OF INCORPORATION
OF
PREMIER DEVELOPMENT SERVICES, INC.**

FILED
97 JAN -8 AM 9: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Premier Development Services, Inc.

EFFECTIVE DATE

ARTICLE II - DURATION

Jan 1, 1997

The Corporation shall have perpetual existence commencing on January 1, 1997.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of one penny (\$0.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this Corporation is:

Terry A. Yimin
2788 Summerdale Drive
Clearwater, FL 34621

ARTICLE VI - CORPORATE ADDRESS

The street address of the Corporation is:

2788 Summerdale Drive
Clearwater, FL 34621

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Directors are elected/appointed as set forth in Section 7, Article II of the Corporate By-Laws. This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial Director of this Corporation is:

NAME

ADDRESS

Terry A. Yimin

2788 Summerdale Drive
Clearwater, FL 34621

ARTICLE VIII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - INCORPORATION

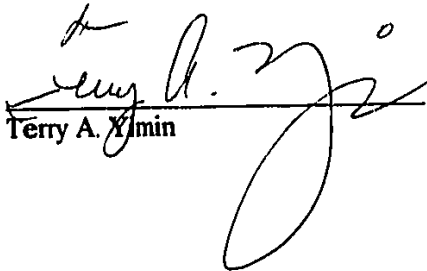
The name and address of the person signing these Articles is:

Terry A. Yimin
2788 Summerdale Drive
Clearwater, FL 34621

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of January, 1997.


Terry A. Yimin

FILED

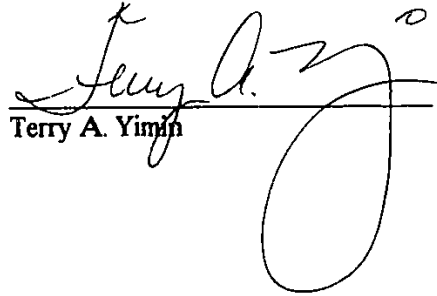
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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN
HIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS
DUTIES.

DATED THIS 1ST DAY OF JANUARY, 1997.


Terry A. Yim