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CORPORATION(S) NAME

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CERTIFIED COPY

CR2E031 (R8-85)

Updater

Verifier

Acknowledgment

W.P. Varities

Empire Toll Free: 1-800-432-3028

DAVID E. BUCK, P.A.

CERTIFIED PUBLIC ACCOUNTANT

2900 EAST OAKLAND PARK BOULEVARD FT. LAUDERDALE, FLORIDA 33306 PHONE (954) 561-3303 FAX (954) 566-5400

January 17, 1997

State of Florida Department of State Division of Corporations Tallahassee, FL 32304

RE: PRIME INSURANCE SERVICES, INC.

Attached are two copies of the articles of incorporation for PRIME INSURANCE SERVICES, INC. A check for \$122.50 is enclosed to cover the following expenses:

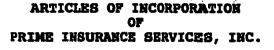
Filing Fee	\$35.00
Certified Copy Fee	52.50
Registered Agent Fee	<u>35.00</u>

Total \$122.50

Please contact the writer regarding any additional information needed to incorporate this company in the State of Florida.

Very Truly Yours,

David E. Buck, C.P.A.



STANZI PH 2: 03

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH;

ARTICLE 1 NAME

The name of the Corporation is: PRIME INSURANCE SERVICES, INC.

The Principal Office is: 2900 N.E. 30TH STREET #H-6
FORT LAUDERDALE, FLORIDA 33306

ARTICLE II DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is: 2900 H.E. 30TH STREET #H-6

FORT LAUDERDALE, FLORIDA 33306 and the name of the initial registered agent of this corporation at such address is: DAVID J. JAMISON.

ARTICLE VII INITIAL BOARD OF DIRECTORS

ARTICLE VIII INCORPORATORS

The name and address of the Corporation's incorporator is:

DAVID J. JAMISON
2900 N.E. 30TH STREET #H-6
FORT LAUDERDALE, FLORIDA 33306

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X LIMITATION OF SHAREHOLDER SUITS

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

in withess whereof, I	have subscribed my name this 1997.	17th
<u> </u>	AVID J. JAMESON, INCORPORATOR	
Q//		
DAVID J. JAMESON REGISTERED AGENT		

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Section 48.091 Florida Statutes the following is submitted:

That PRIME INSURANCE SERVICES, INC., desires to organize under the laws of the State of Florida has named:

DAVID J. JAMISON
2900 N.E. 30TH STREET #H-6
FORT LAUDERDALE, FLORIDA 33306