3/20/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FLORIDA INCORPORATORS, INC.

ACCT#: 075350000473

CONTACT: MARK HANKINS PHONE: (305)350-5221

FAX #: (305)350-9148

NAME: PREMATURE PARTNERS, INC.

AUDIT NUMBER...... H97000004683

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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RECEIVED 97 MAR 20 AH 10: 16 SECRETARY OF STATE FALLAHASSEE, FLORIDA 97 MAR 20 MH 12: OF SECRETARY OF STATE

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ARTICLES OF INCORPORATION

OF

PREMATURE PARTNERS, INC.



THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is PREMATURE PARTNERS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC. 1221 BRICKELL AVE, STE. 900 MIAMI, FL 33131 (305) 350-5221

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor(s) are elected and qualified are:

BRENDAN NELSON 325 CLOVERDALE #107 LOS ANGELES, CA 90036

JACK GEIST 631 LOMA DRIVE HERMOSA BEACH, CA 90254

SEVENTH: The name and address of the incorporator is:

MARK HANKINS 701 BRICKELL KEY BLVD., #604 MIAMI, FL 33131 H97000004683

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

FLORIDA INCORPORATORS, INC. 1221 BRICKELL AVENUE, SUITE 900 MIAMI, FL 33131

NINTH: The principal office of the corporation is:

PREMATURE PARTNERS, INC. 325 CLOVERDALE #107 LOS ANGELES, CA 90036

DATED: March 20, 1997

MARK HANKINS

Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

MARK HANKINS, President

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