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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 23 AM 10:21

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

SUBJECT: Prime by Design, Inc.
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 \$78.75
Filing Fee Filing Fee & Certificate

X\$122.50 \$131.25
Filing Fee & Certified Copy Filing Fee, Certified Copy & Certificate
(Additional Copy Required) (Additional Copy Required)

FROM: Lamar Conerly, Jr., Esquire

Name

P.O. Box 175

Address

Destin, Florida, 32540

City/State/Zip

(904)-837-5118

Daytime Telephone Number

100002151521--7
-04/23/97-01041-004
***122.50 ***122.50

**ARTICLES OF INCORPORATION
OF
PRIME BY DESIGN, INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Prime by Design, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2516 Chaucer Circle, Cedar Grove, FL 32405.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand, Five Hundred Shares of Common Stock with no par value.

ARTICLE IV PREEMPTIVE RIGHTS

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

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Lamar Conerly, 1234 Airport Road, Suite 111, Destin, Florida, 32541.

ARTICLE VI INCORPORATOR

The name(s) and street address of the incorporator to these Articles of Incorporation is Lucas Perryman, 2516 Chaucer Circle, Cedar Grove, FL 32405.

ARTICLE VII INDEMNIFICATION

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

**ARTICLE VIII ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT
A MEETING**

The directors or shareholders of this Corporation may take action by written consent as provided by law.

The undersigned incorporator has executed these Articles of Incorporation this 21st day of April, 1997.


LUCAS PERRYMAN

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared Lucas Perryman ~~personally known to me~~, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 21st day of April, 1997.

presented Florida Drivers license,
FIdl P6SS 53974241-0


Notary

LISA S. ALVARADO
Notary Public, State of Florida
My Comm. Expires Sept. 3, 2000
Comm. No. CC 581890

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared Lamar Conerly, Jr. who is personally known to me, and who is the person who executed the foregoing Certificate of Designation of Registered Agent and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 27th day of April, 1997.



Notary

LISA S. ALVARADO
Notary Public, State of Florida
My Comm. Expires Sept. 3, 2000
Comm. No. CC 581990

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 by Design, Inc.

2. The name and address of the registered agent and office is:

Lamar Conerly, Jr.

(Name)

1234 Airport Road, Suite 111

(P.O. Box not acceptable)

Destin, Florida, 32541

(City/State/Zip)

ACCEPTANCE

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.


Lamar Conerly, Jr.

April 21, 1997

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