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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

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CONTACT: CATHY LEACH
PHONE: (212)431-5000

FAX #:

(212)431-1441

NAME: PRIME-TIME MANAGEMENT SYSTEMS, INC.

AUDIT NUMBER.....H97000019857

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1997

BLUMBERG/EXCELSIOR CORP SVS INC

SUBJECT: PRIME-TIME MANAGEMENT SYSTEMS, INC.
REF: W97000026935

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**ARTICLES OF INCORPORATION
OF
PRIME-TIME MANAGEMENT SYSTEMS, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **PRIME-TIME MANAGEMENT SYSTEMS, INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be **2230 NURSERY ROAD-SUITE B23, CLEARWATER, FL 33764** and the name of its initial registered agent at such address is **ANDREW R. GOLD**.
6. The number of directors constituting the initial board of directors is **ONE** and the name and address of each person who is to serve as a member thereof is as follows:

JOSEPHINE ANDREOZZI, 891 WARWICK AVE., WARWICK, RI 02888

7. The name and address of the sole incorporator is: **ROBERT ARATINGI, c/o BlumbergExcelsior Corporate Services, Inc., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 12/02/97

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000


ROBERT ARATINGI
Sole Incorporator

H97000019857

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of PRIME-TIME
MANAGEMENT SYSTEMS, INC., the within named corporation.

Dated: December 2, 1997


ANDREW R. GOLD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BlumbergExcelsior
52 White St
NY, NY 10013
212-431-5000

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