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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: AL CLARK  
PHONE: (813) 398-6011  
(813) 528-7222

FAX #:

NAME: PREMIER GROUP INC.

AUDIT NUMBER.....H98000005240

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

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF INCORPORATION**

*The undersigned incorporator(s), 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

PREMIER GROUP INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

12600 S. BELCHER RD. SUITE 101 E  
LARGO, FL. 33773

**ARTICLE III SHARES**

The number(s) of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES  
NO PAR

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

prepared by:

Name: GARY A. HUMESKY  
Address 12600 S. BELCHER RD. STE.101 E  
LARGO, FL. 33773

Accounting & Tax Help, INC.  
8668 PARK BLVD Suite .A  
SEMINOLE, Florida 33777

PH # 813-535-1334

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**ARTICLE V INCORPORATOR(S)**

See instructions for officers/directors

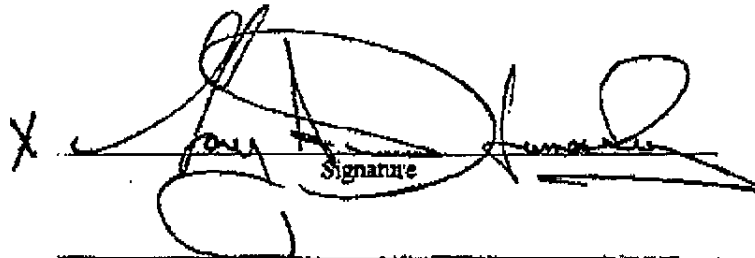
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

GARY A. HUMESKY  
12600 S. BELCHER ROAD SUITE 101E  
LARGO, FL. 33773

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

17 day of MARCH, 19 98.

(An additional article must be added if an effective date is requested.)

X   
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

Notarization is not required

*NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.*

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**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:

PREMIER GROUP INC.

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

Accounting & Tax Help, INC.  
(Name)

8668 PARK BLVD. , Suite A  
(P.O. Box not acceptable)

SEMINOLE, Florida 33777  
(City/State/Zip)

*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.*

Al Clark DATE 3-17-98  
(Signature)  
PRESIDENT

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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