

8/11/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PREAM PROJECT, INC.

AUDIT NUMBER.....H98000014895

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

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

Prema Project, Inc.

ARTICLE I

The name of this corporation shall be

Prema Project, Inc.

ARTICLE II

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue at any time is One Thousand Shares of \$1.00 Dollars, par value each.

ARTICLE IV

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Prepared by: Pedro L. Albemi, C.P.A.

Albemi & Albemi, P.A.
4649 Ponce de Leon Blvd. #404
Coral Gables, Florida 33146
(305) 662-7272

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ARTICLE V

The principal office of this corporation shall be located at 3860 S.W. 8th Street, Suite 300, Coral Gables, Florida, 33134, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time to be determined and authorized by its Board of Directors, with branch offices in such other cities or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VI

The initial registered office of this corporation shall be located at 3860 S.W. 8th Street, Suite 300, Coral Gables, Florida , 33134. The initial registered agent at such address shall be Huberto E. Merayo.

ARTICLE VII

This corporation shall at all time have at least one Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors or the corporation.

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ARTICLE VIII

The name and address of the members of the First Board of Directors who shall hold office until the first annual meeting of shareholders and or until their successors are elected and qualified or until their earlier resignation, removal from office or death, are:

Huberto E. Merayo - 3860 S.W. 8th Street, Suite 300, Coral Gables, Florida 33134

ARTICLE IX

The By-Laws of this corporation may be created, amended, changed or replaced by either the stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

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IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 11th day of August, 1998.



Huberto E. Merayo, President and
Incorporator
3860 S.W. 8th Street, Suite 300
Coral Gables, Florida 33134

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY, that on this the 11th day of August, 1998, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements: Huberto E. Merayo, to me personally known, and known to be the person who executed the foregoing Articles of Incorporation, and acknowledge that she signed and executed the same for the use and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, the day and year above written.



Teresa Narvarte
NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires:



Teresa Narvarte
My Commission GP574257
Expires Aug. 04, 2000

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
 DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMED
 AGENT TO UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
 compliance with said Act:

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 CLERK OF DISTRICT COURT
 PALM BEACH COUNTY, FLORIDA

That Prema Project, Inc., desiring to organize under the laws of the
 State of Florida with its principal office, as indicated in the Articles of Incorporation
 at the City of Coral Gables, County of Dade, State of Florida, has named **Huberto E.
 Merayo, 3860 S.W. 8th Street, Suite 300, Coral Gables, County of Dade, State of
 Florida, as its agent to accept service of process within this state.**

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
 corporation, at place designated in this certificate, I hereby accept to act in this
 capacity, and agree to comply with the provision of said Act relative to keeping open
 said office.

By: 
 Huberto E. Merayo

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