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CHARLES P. RANDALL
ALSO ADMITTED CALIFORNIA
AND FEDERAL TRIAL BARS

November 9, 1998

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-11/20/98--01063--017
****122.50 *****78.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: PRIME FINANCIAL & INSURANCE GROUP, INC.

Dear Sir/Madam:

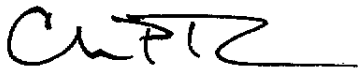
Enclosed please find an original and a copy of the Articles of the above captioned corporation.

In addition, enclosed please find a check in the amount of \$122.50 which represents payment in full for the filing of the Articles of Incorporation and the certified copy.

Upon the filing of the same, please return to this office a certified copy in the enclosed, self-addressed, stamped envelope.

Thank you for your courtesy and cooperation with regard to this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

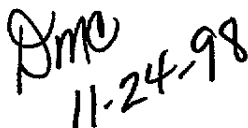
Very truly yours,



CHARLES P. RANDALL

CPR:aes

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FILED
98 NOV 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRIME FINANCIAL & INSURANCE GROUP, INC.

FILED
98 NOV 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is PRIME FINANCIAL & INSURANCE GROUP, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing immediately.

ARTICLE III - PURPOSE

The Corporation may engage in any activity permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and the principal office of this Corporation is:

Charles P. Randall
Royal Palm Towers, III, #5AB
1600 S. Dixie Highway
Boca Raton, FL 33432

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer, Director, Incorporator or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The name and address of the incorporator signing these Articles is Charles P. Randall, Royal Palm Towers III, Suite 5AB, 1600 So. Dixie Hwy., Boca Raton, FL 33432.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of November, 1998.

Charles P. Randall
Charles P. Randall

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for the above named Corporation, at the place designated in Article V of these Articles of Incorporation of PRIME FINANCIAL & INSURANCE GROUP, INC., the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 16th day of November, 1998.

By: Charles P. Randall
Charles P. Randall
(Registered Agent)

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss:

Before me, a Notary Public, authorized in the State and County set forth above, personally appeared Charles P. Randall, personally known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of PRIME FINANCIAL & INSURANCE GROUP, INC., and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 16 day of November, 1998.

Angelina Dominick
NOTARY PUBLIC
ANGELINA DOMINICK
PRINT NAME OF NOTARY PUBLIC

My Commission Expires

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