

VOCE INTERNATIONAL GROUP OF COMPANIES LTD.

Mailing Address
P.O Box 8002
Ft. Lauderdale, FL 33310

Tel: (954) 566-2707
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P99 0000 39623
APR 27 1999

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FL 32399


RE: A. TRANS/CONTINENTAL HOME IMPROVEMENT & URBAN
DEVELOPMENT INC.
B. PRIMER DEVELOPMENT AND CONSTRUCTION INC.

Herein, please find enclosed A. Trans/Continental Home Improvement & Urban
Development Inc. and B. Premier Development and Construction Inc. submitted to be
incorporated.

Two Cheques in the amounts of \$122.50 each are enclosed bearing Cheque Number
0095 and 0096 respectively, to satisfy the State's fees.

Please return approved copies to P.O. BOX 8002
FT LAUDERDALE, FL 33310
ATTN: MS. LEAH DARDEN

Sincerely yours,


Leah Darden
Secretary
For Allan G. S. Voce

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****122.50 *****78.75

FILED
99 APR 28 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FL 32399

APR 28 1999

ARTICLES OF INCORPORATION
PRIMIER DEVELOPMENT AND CONSTRUCTION INC.

FILED
99 APR 28 AM 9 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of Florida.

ARTICLE I

The name of the corporation shall be:

PRIMIER DEVELOPMENT AND CONSTRUCTION INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Thousand (1000) Common Shares of One Dollar (1.00) Par Value.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business is One Thousand (\$1,0000.00) dollars.

ARTICLE V

EXISTENCE OF CORPORATION

The existence of this corporation of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at –
1925 NE 45th Ft Lauderdale, Florida, 33308 and the mailing address shall be the same.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall be no less than one (1).

ARTICLE VIII

The names and post office address of the first Board of Directors and Officers of this corporation shall be:

Allan Voce, 1925 NE 45th Street, #234, Ft. Lauderdale, Florida, 33308.

ARTICLE IX

The names and post office addresses of each subscriber and the name and the numbers of shares, which each person agrees to take, are:

Allan Voce, 1925 NE 45th Street, Ft. Lauderdale, FL 33308 100.00%

ARTICLE X

The directors of this corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter, amend and repeal the by-laws, and to set apart, out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purposes, and to alter or abolish such reserve.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in any manner now or thereafter prescribed by law. And all rights conferred on officers, directors and stockholders herein are granted subject to this reserve.

ARTICLE XI

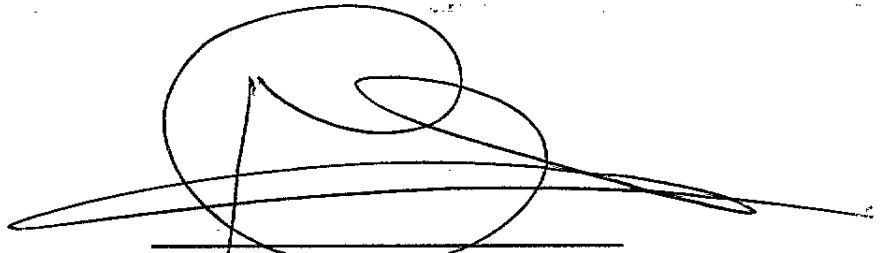
REGISTERED AGENT

The street address of the initial registered office of this corporation is:

1925 NE 45th Street, Ft. Lauderdale, FL 33308.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

The initial registered agent is:



Allan G. S. Voce
Registered Agent & Incorporator

IN WITNESS WHEREOF, we have hereunto set our hands this
February, 1999.

Day of

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

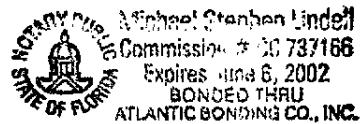
99 APR 28 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, authorized to administer oaths and take
acknowledgements, personally appeared:

ALLAN VOCE

To me well known to be the person described in and who executed the foregoing
Articles of Incorporation, and he acknowledged before me, each for himself and not one
for the other, that he executed the same freely and voluntarily for the purpose therein
expressed.

WITNESS my hand and official seal at Broward County, Florida, this 26th day of April,
1999.



Michael Stephen Lindell
MICHAEL STEPHEN LINDELL
NOTARY PUBLIC