

TRANSMITTAL LETTER

P99000105289

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400003058894--5
-12/02/99--01060--006
*****70.00 *****70.00

SUBJECT: PRIME QUARTERS, INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$ 70.00.

FROM:

Peter J. Privitera
Name (printed or typed)
447 3rd Avenue North, Suite 203
Address
St. Petersburg, FL 33701
City, State, & Zip
(727) 822-7999
Telephone Number

FILED
1999 DEC -2 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the articles.

A. Howell DEC 6 1999

FILED
1999 DEC -2 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PRIME QUARTERS, INC.

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:

Prime Quarters, Inc.

ARTICLE II PRINCIPAL OFFICE

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

2510 68th Avenue North
St. Petersburg, FL 33712

ARTICLE III SHARES

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

500 Shares Common

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Peter J. Privitera
447 3rd Avenue North, Suite 203
St. Petersburg, FL 33701

ARTICLE V INCORPORATOR(S)

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

Daniel J. Hager
2510 68th Avenue North
St. Petersburg, FL 33712

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

30th day of November, 19 99.



Signature

Signature

Signature

**Articles of Incorporation
Filing Fee - \$35**

FILED

1999 DEC -2 PM 12: 29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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: PRIME QUARTERS, INC.

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

Peter J. Privitera
(NAME)

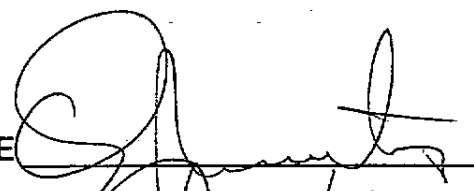
447 3rd Avenue North, Suite 203
(P.O. BOX NOT ACCEPTABLE)

St. Petersburg, FL 33701
(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.

SIGNATURE

DATE


11/30/99