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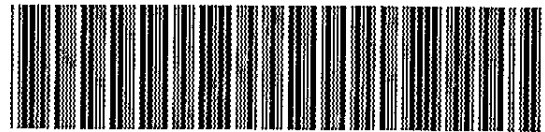
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GREENFELDER, MANDER, MURPHY, DWYER & MORRIS

ATTORNEYS AT LAW

14217 THIRD STREET, DADE CITY, FLORIDA 33523-3828

Glen E. Greenfelder M.S., J.D.
A.R. "Chip" Mander, III* J.D.
David J. Murphy J.D.
Daniel L. Dwyer** J.D.
Kimberly C. Morris*** J.D.
Alan D. Howell J.D.

Dade City 352-567-0411
Brooksville 352-796-7900
Fax - Family Law 352-567-7758
Fax - Criminal Law 352-567-8457
Fax - Personal Injury Law 352-567-8457
Fax - Real Estate Law 352-567-7758

Legal Assistants:
Larry Fugate J.D.
Tricia Hall B.A.
Juanette Newman A.S.
Deborah L. Parks CLA
Doyle Springfield A.S.

* Board Certified in Criminal Law
** Also Admitted to Ohio Bar
*** Also Admitted to Georgia and Kentucky Bars

Email -- GreenfelderMander@DadeCityLaw.net

June 3, 2003

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

Re: Articles of Incorporation for Phillip Michael, Inc.

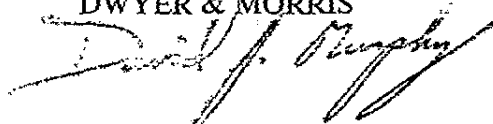
Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above named corporation. Please file the original and certify and return the copy to our office.

Enclosed is our check in the amount of \$78.75 for your fees for filing the Articles and the Registered Agent Certificate, and for certifying the copy.

Sincerely,

GREENFELDER, MANDER, MURPHY,
DWYER & MORRIS



David J. Murphy

DJM/kw

Enclosures

**ARTICLES OF INCORPORATION
OF**

Phillip Michael, Inc.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is Phillip Michael, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

Such common stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial street and mailing address of the principal office of the corporation is 7343 Gall Blvd., Zephyrhills, FL 33541. The name and address of the initial registered agent of this corporation is:

Thomas Vanater
7343 Gall Blvd.
Zephyrhills, FL 33541

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ARTICLE V - INCORPORATORS

The name and address of the incorporator signing these Articles is:

Thomas Vanater

7343 Gall Blvd.
Zephyrhills, FL 33541

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

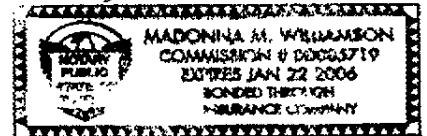
ARTICLE VII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the 2nd day of ~~May~~ ^{June}, 2003.


Thomas Vanater

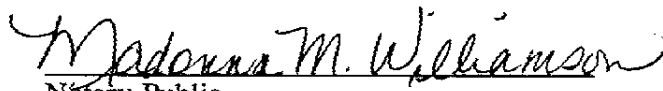
STATE OF FLORIDA
COUNTY OF PASCO



BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Thomas Vanater, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation and who furnished as proof of identification:

Personally Known

IN WITNESS WHEREOF I have set my hand and seal in the state and county above this 2nd day of ~~May~~ ^{June}, 2003.


Notary Public

My Commission Expires:

Jan 22, 2006

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Phillip Michael, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7343 Gall Blvd., Zephyrhills, FL 33541, has named Thomas Vanater, whose address is 7343 Gall Blvd., Zephyrhills, FL 33541, as its agent to accept service of process within Florida.

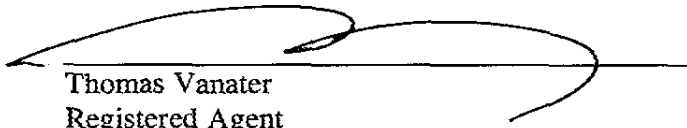
DATED: 02/05/03

SIGNED: 
Thomas Vanater

ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: 02/05/03


Thomas Vanater
Registered Agent

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