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From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
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0910.26054

FLORIDA PROFIT CORPORATION OR P.A.

PARKHILL MANAGEMENT GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

2004 MAY -7 AM 8:35
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TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Audit#

ARTICLES OF INCORPORATION

OF

PARKHILL MANAGEMENT GROUP, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

PARKHILL MANAGEMENT GROUP, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 614 Wild Turkey Lane, Sarasota, FL 34236

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1680 Fruitville Road, #102, Sarasota, FL 34236 and the registered agent at such office is Jerome S. Levin, Esq.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of the first Board of Directors is:

Joan Engelbach

614 Wild Turkey Lane
Sarasota FL 34236

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ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

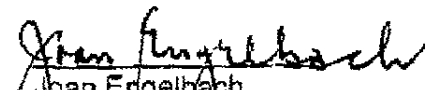
ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Joan Engelbach

614 Wild Turkey Lane
Sarasota FL 34236

The undersigned has executed these Articles this 5th day of MAY, 2004.


Joan Engelbach
"INCORPORATOR"

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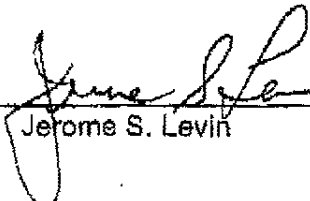
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Corporation submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Corporation is:
PARKHILL MANAGEMENT GROUP, INC.
2. The name and the Florida street address of the registered agent is:
Jerome S. Levin
1680 Fruitville Road, #102
Sarasota, Florida 34236

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: MAY 5, 2004

By: 
Jerome S. Levin

"REGISTERED AGENT"