

CT CORPORATION

January 7, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
2003 JAN - 7 PM 1:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Order #: 5759364 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Phelps Wilkes & Associates, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Phelps Wilkes & Associates, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 01/02/03
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 429 Australian Avenue, Palm Beach, FL 33480
(Principal office address)
- same as above
(Current mailing address)
8. Any lawful act or activity under Florida law
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Beverly L. Wilkes
Office Address: 429 Australian Avenue
Palm Beach, FL, Florida 33480
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

Beverly L. Wilkes

By: Beverly Lake Wilkes
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:**A. DIRECTORS**Chairman: Mason Phelps, Jr.Address: 13368 Polo Rd WestWellington, FL 33414Vice Chairman: Beverly Lake WilkesAddress: 429 Australian AvePalm Beach, FL 33480Director: Mason Phelps, Jr.Address: 13368 Polo Rd WestWellington, FL 33414Director: Beverly Lake WilkesAddress: 429 Australian AvePalm Beach, FL 33480**B. OFFICERS**CO President: Mason Phelps, Jr. and Beverly Lake WilkesAddress: same as above

Vice President: _____

Address: _____

Secretary: and Treasurer : Beverly Lake WilkesAddress: same as above

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Beverly Lake Wilkes
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Beverly lake Wilkes, co President, Secretary and Treasurer
(Typed or printed name and capacity of person signing application)FILED
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TALLAHASSEE, FLORIDA

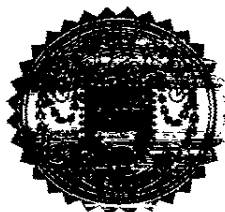
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHELPS WILKES & ASSOCIATES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JANUARY, A.D. 2003.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2183747

DATE: 01-03-03