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July 19, 1995

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

RE: FOREIGN CORPORATION REGISTRATION/PHELPS, INC.

Dear Sirs:

Please find enclosed an application to register a foreign profit corporation in Florida. The corporation is Phelps, Inc., a close corporation registered in Delaware. Mr. Michael Mitchell is the sole shareholder, director and officer of said corporation and will act as its registered agent in Florida. Please send all correspondence to this office, which represents Mr. Mitchell in his corporate affairs. Included in this package is the transmittal letter, the application, a certificate of existence/good standing from the Delaware Dept. of State, Division of Corporations, and a check for \$122.50, i.e. \$70 for registration and \$52.50 for a certified copy of a certificate of status. We would appreciate expedited processing of this request.

Thank you for your kind attention to this matter.

With best regards,


Gerald R. Curran, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Pholps, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business In Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Gerald R. Curran, Esq.
(Name of Person)

(Firm/Company)
200 Little Falls Street, #300
(Address)

Falls Church, VA 22046
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

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Should you need to call someone concerning this matter, please call:

Gerald R. Curran, Esq. at (703) 237 - 2677
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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, 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. July 6, 1995 (Date of Incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. awaiting authority to do so (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1500 Bay Road #366
S. Miami Beach, FL 33139
(Current mailing address)

8. any lawful purpose
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Michael P. Mitchell

Office Address: 1500 Bay Road #366

S. Miami Beach, Florida, 33139
(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.

Michael P. Mitchell
(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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: *** Michael P. Mitchell is the sole director of

Address: Phelps, Inc. His address is 1500 Bay Road #366,

Vice Chairman: S. Miami Beach, FL 33139. ***

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: *** Michael P. Mitchell is the sole officer of

Address: Phelps, Inc. His address is 1500 Bay Road #366,

S. Miami Beach, FL 33139. ***

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael Mitchell, President of Phelps, Inc.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael Mitchell, President of Phelps, Inc.
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHELPS, 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 EIGHTEENTH DAY OF JULY, A.D. 1995.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION

7576256

DATE:

07-18-95