

97000001419



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 642564 5315A

AUTHORIZATION : *Patricia P. Pitt*

COST LIMIT : \$ 337.50

FILED
97 DEC 19 PM 12:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 19, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 642564-005

CUSTOMER NO: 5315A

CUSTOMER: Don Weinbren, Esq
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

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DOMESTIC FILING

NAME: PHA INVESTMENTS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION

(6)

BK
12/19/97

**ARTICLES OF ORGANIZATION
OF
PHA INVESTMENTS, L.C.**

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The undersigned organizer hereby executes these Articles of Organization ("**Articles**") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "**Company**") shall be:

PHA INVESTMENTS, L.C.

ARTICLE II

Commencement Date and Duration

This Company shall commence on the date that these Articles are filed by the Florida Secretary of State, all required taxes and fees having been paid, and, unless otherwise stated in the Regulations of the Company (the "**Regulations**"), its existence shall be perpetual.

ARTICLE III

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

100 N. Tampa Street, Suite 2030
Tampa, FL 33602

ARTICLE IV

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 100 N. Tampa Street, Suite 2030, Tampa, FL 33602, and the initial registered agent of the Company at such office shall be Ricardo A. Salas. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE V

Admission of Members

The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Regulations of the Company.

ARTICLE VI

Continuation of Business

The members may, by majority vote, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company under applicable law.

ARTICLE VII

Management of Business

The management of the Company shall be vested entirely in its managers, unless otherwise stated in the Regulations.

ARTICLE VIII

Initial Managers

The initial managers of the Company shall be the following persons, such persons to hold office until their successors have been duly elected and qualify. The name and street address of the initial managers are:

Name

John Kang

Address

100 N. Tampa Street
Suite 2030
Tampa, FL 33602

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Ricardo A. Salas

100 N. Tampa Street
Suite 2030
Tampa, FL 33602

Richard Ferrelli

100 N. Tampa Street
Suite 2030
Tampa, FL 33602

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ARTICLE IX

Regulations

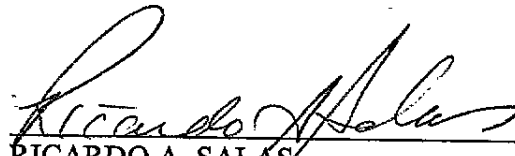
The power to adopt the Regulations, to alter, amend or repeal the Regulations, or to adopt new Regulations, shall be vested in the members of the Company. The Regulations of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.

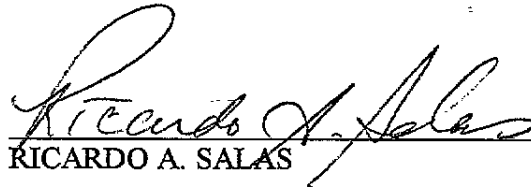

RICARDO A. SALAS

PHA INVESTMENTS, L.C.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 17TH day of December, 1997.


RICARDO A. SALAS

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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TALLAHASSEE, FLORIDA

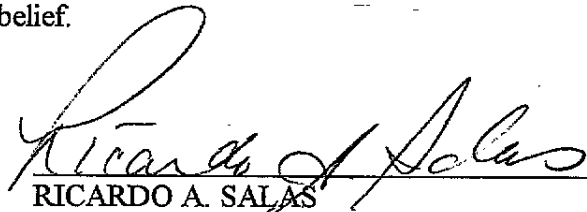
The undersigned, Ricardo A. Salas, as a member of PHA Investments, L.C., a Florida limited liability company (the "Company"), does hereby certify:

1. The Company shall initially have two (2) members.
2. The total amount of cash being contributed by the members is \$1,750,000.00.
3. The total amount of property other than cash being contributed by the members is \$0.
4. The total amount of additional cash and property anticipated to be contributed by the members is \$0.

DATED this 17TH day of December, 1997.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.


RICARDO A. SALAS