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Florida Department of State

Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

PHG, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

PHG, INC.

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I. NAME

The name of the corporation is:

PHG, INC.

ARTICLE II. EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of this State.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock, each having a \$ 1 par value per share.

Frances Blissett, Esq.
Frances Blissett, P.A.
16211 N.E. 18 Avenue
N. Miami Beach, FL 33162
(305)947-5777 /Fla Bar #0044921

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ARTICLE V. ADDRESS

The street address of the initial registered agent of the corporation shall be 16211 N.E. 18th Avenue, N. Miami Beach, FL 33162 and the name of the initial registered agent of the corporation at the address is Frances Blissett, Esq., who hereby is familiar with and accepts the duties and responsibilities as registered agent for said corporation. The address of the Corporation is 6900 Okeechobee Boulevard, West Palm Beach, Florida 33411.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

This corporation shall have one director initially. The number of directors may either increase or diminish from time to time in accordance with the by-laws but shall never be fewer than one (1). The name and address of the directors of this corporation are:

Frank Meincke President/Secretary/Treasurer/Director
6900 Okeechobee Boulevard
West Palm Beach, Florida 33411

ARTICLE VIII. OFFICERS

The name and address of the officers of the corporation who shall hold office for the first year of the association, or until their successors are elected or appointed are:

Frank Meincke President/Secretary/ Treasurer/Director

The address of the corporation is 6900 Okeechobee Boulevard, West Palm Beach, Florida 33161.

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ARTICLE IX INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Frank Meincke, 6900 Ockeechobee Boulevard, West Palm Beach, Florida 33411.

ARTICLE X. ALIENATION OF SHARES

No Shareholder of the Corporation may sell or transfer his shares to another without first offering them to the other shareholders of the Corporation, and he must offer them at the same price.

ARTICLE XI BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in the Board of Directors and Shareholders.

ARTICLE XII. DIRECTORS' COMPENSATION

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of the Corporation.

ARTICLE XIII. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

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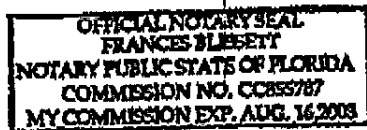
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INCORPORATOR

STATE OF FLORIDA)
COUNTY OF Palm Beach

BEFORE ME, the undersigned authority, personally appeared Frank Meincke, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS, my hand and official seal in the county and State named above, this 22 day of December, 1999.




Notary Public

Printed Name of Notary

My Commission Expires

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION**

THE UNDERSIGNED hereby notifies that she has accepted the position and agrees to act as Registered Agent for PHG, INC.

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FRANCES BLISSETT, ESQ.

STATE OF FLORIDA)

COUNTY OF Dade)

BEFORE ME, the undersigned authority, personally appeared Frances Blissett,
to me well known and known to me to be the individual described herein and who executed the
foregoing Articles of Incorporation, and acknowledged before me that she executed the same for
the purposes therein expressed.

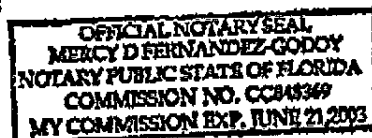
WITNESS, my hand and official seal in the county and State named above this 5 day
of January ²⁰⁰⁰~~1999~~



Notary Public

Mercy D. Fernandez Godoy
Printed Name of Notary

My Commission Expires



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