TRANSMITTAL LETTER

Department of Star. Division of Consorati P. O. Bur 6527 Tallahassee, FL 32314

SUBJECT:	CT: PHATELECTRONICS CORP.							
	(Proposed corpor	(Proposed corporate name - must include suffix)						
		501	0003132: -02/11/000 ******78.75	0653 1001021 *****78.75				
Enclosed is an original and one(1) copy of the articles of incorporation and a check for:								
S70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	AS78.75 Filing Fee & Certified Copy ADDITIONAL COP	\$87.50 Filing Fee, Certified Copy & Certificate of Status Y REQUIRED	-				
· FROM:	POBERT MATERAZZI Name (Printed or typed) PO BOX 20939 Address			70 M OM C				
•	TALLAHASSEE, F. City, 5 (850) - 567-7	- L 32316-0930 State & Zip	TATIONS ORIDA	APPROVED OF FEB 10 PM 4: 4:5				

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

of

PHATELECTONICS CORP.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

PHATELECTRONICS CORP.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares of common stock at one Dollar (\$ 1.00) per value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent is:

Robert W Materazzi 500 Chapel Drive, Suite 306



Tallahassee, FL 32364

The principal office, if known, or the mailing address of the corporation is:

PHATELECTRONICS CORP. P O Box 20939 Tallahassee, FL 32316-0939

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall nerve be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

Robert W Materazzi, President & Secretary P O Box 20939 Tallahassee, FL 32316-0939

Benjamin Dow Lytle, V President & Treasure P O Box 20939 Tallahassee. Fl 32316-0939

ARTICLE VII - INCORPORATORS

The name(s) and address of the incorporator(s) signing these Articles of Incorporation are as follows:

Robert W Materazzi, President P O Box 20939 Tallahassee, FL 32304

Benjamin D Lytle, V President P O Box 20939 Tallahassee, FL 32316-0939

IN WITNESS WHI	EREOF, the u	indersigned subsc	riber(s) have ex	ecuted these A	rticles of
Incorporation this _	(0 day of	FEBUARY	, 200 <u> °</u> .		
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CERTIFICATE AND KNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

PHATELECTRONICS CORP.

Pursuant to Florida statutes, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with it registered office as indicated in the Articles of Incorporation at:

500 Chapel Drive, Suite 306

Tallahassee, FL 32304

has named: Robert Ward Materazzi located at aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept of act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

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(registered agent)