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(305) 751-8934

February 24, 2000

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

200003150692--4
-02/28/00--01170--006
*****70.00 *****70.00

Re: Articles of Incorporation
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and a money order for filing fees for the following:

No	Company Name	CK /MO#	Amount
1.	PHATKAPS DESIGNS, CO.	5536	\$70.00
	TOTAL		\$70.00

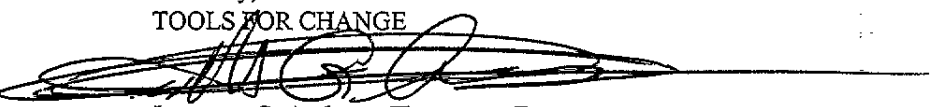
Please file both the Articles and Certificate of Designation for the corporation and return a filed copy of each document to the following:

Jeannette G. Andrews-Thompson, Esq.
Tools For Change
6015 NW 7th Ave.
Miami, Florida 33127

FILED
2000 FEB 28 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your attention to this matter.

Sincerely,
TOOLS FOR CHANGE


Jeannette G. Andrews-Thompson, Esq.
Legal Department

Encls.

ah 3/7

ARTICLES OF INCORPORATION

OF

PHATKAPS DESIGNS, CO.

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2000 FEB 28 PM 12: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is PHATKAPS DESIGNS, CO., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 3141 Commodore Plaza, Miami, Florida 33133.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 3141 Commodore Plaza, Miami, Florida 33133; and the registered agent at that office is JOHNETTA SHEARER.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

JOHNETTA SHEARER
335 Ocean Drive, #122
Miami Beach, Florida 33139

TALMAGE A. SHEARER
5012 Highlander Drive
Antioch, IN 37013

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

JOHNETTA SHEARER
335 Ocean Drive, #122
Miami Beach, Florida 33139

IN WITNESS WHEREOF, I, JOHNETTA SHEARER, the undersigned incorporator, have signed these Articles of Incorporation on this 15th day of Feb., 2000, and acknowledged the same to be my act.


JOHNETTA SHEARER

STATE OF FLORIDA)

COUNTY OF DADE)


The foregoing instrument was acknowledged before me this 15th day of February, 2000 by JOHNETTA SHEARER, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: 

PRINT:

Jeannette G. Andrews-Thompson
STATE OF FLORIDA AT LARGE

 Jeannette G Andrews-
Thompson
My Commission CC813889
Expires March 2, 2003

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That PHATKAPS DESIGNS, CO., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI, County of MIAMI-DADE, State of Florida, has named JOHNETTA SHEARER, at 3141 COMMODORE PLAZA, in the City of MIAMI, County of MIAMI-DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: _____

JOHNETTA SHEARER

DATE: _____

2.15.2000

FILED
2000 FEB 28 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA