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PHG-Bay, Inc.
**9400 SOUTH DADELAND BOULEVARD
SUITE 100
MIAMI, FLORIDA 33156**
TEL: (305) 854-7100
FAX: (305) 859-9858

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 18, 2000

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

Re: PHG-Bay, Inc.

To Whom It May Concern:

I am enclosing with this letter an original and one (1) copy of the Articles of Incorporation for PHG-Bay, Inc.

I am also enclosing my check # 2382   in the amount of $ 78.75 to cover the following costs:

1.	Filing fee	$	70.00
2.	Certified Copy		8.75
	TOTAL	$	78.75

Please file the Articles of Incorporation and return a certified copy to my office in the enclosed envelope.

Thank you for your kind attention to this matter.

Very truly yours,

MICHAEL D. WOHL

MDW:jsh

ARTICLES OF INCORPORATION

OF

PHG-Bay, Inc.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I.   NAME

The name of this Corporation shall be: PHG-Bay, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

> 9400 South Dadeland Boulevard
> Suite 100
> Miami, FL 33156

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. PAR VALUE

The par value of each authorized share is: $ .01

ARTICLE VI. SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 1,000.

ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MICHAEL D. WOHL
9400 South Dadeland Boulevard
Suite 100
Miami, FL 33156

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MICHAEL D. WOHL
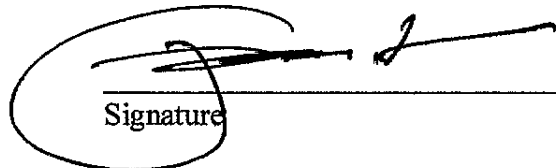9400 South Dadeland Boulevard
Suite 100
Miami, FL 33156

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw in not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this __/8ᵗʰ__ day of ___*May*___, 2000.

_____
Signature

_____MICHAEL D. WOHL_____
Printed Name

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.   The name of the Corporation is:

        PHG-Bay, Inc.

2.   The name and address of the registered agent and office is:

        MICHAEL D. WOHL
        9400 South Dadeland Boulevard
        Suite 100
        Miami, FL 33156

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.

Dated this _18th_ day of ___May___, 2000.

PHG-Bay, Inc.

By: _____
Name: MICHAEL D. WOHL
Title: President