

P00000067880

Document Number Only

**CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092**

DATE: 7/12

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-07/12/00-01022-020

*****78.75 *****78.75

Corporation(s) Name

Phillips Associates, Inc.

FILED
JUL 12 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
JUL 12 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit Articles	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> UBR	<input type="checkbox"/> Other
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<input type="checkbox"/> UCC <input type="checkbox"/> 1 or <input type="checkbox"/> 3		

*****Special Instructions****

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<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait
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**Please Return Filed Stamped
Copies To:**

Jeffrey Butterfield

T. SM Thank You!

W-1490
17 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED
00 JUL 17 AM 11:48
DIVISION OF CORPORATION

July 12, 2000

CT CORPORATION SYSTEM
660 E JEFFERSON ST
TALLAHASSEE, FL 32301

*work - r
pick - up*

SUBJECT: PHILLIPS ASSOCIATES, INC.
Ref. Number: W00000017490

We have received your document for PHILLIPS ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

ATTN! Tracy Smith
Document Specialist

Letter Number: 800A00038385

*please Buck Note
Graham*

ARTICLES OF INCORPORATION
OF
PHILLIPS & PHILLIPS ASSOCIATES, INC.

FILED
00 JUL 12 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The corporate name which satisfies the requirements of Section 607.0401 is:

PHILLIPS & PHILLIPS ASSOCIATES, INC.

Second: The street address of the initial principal office and the mailing address of the Corporation is:

725 Wildwood Lane
Naples, Florida 34501

Third: The number of shares which the Corporation is authorized to issue is one thousand (1,000) shares.

Fourth: Provisions granting preemptive rights are: No Preemptive Rights.

Fifth: Provisions for the regulation of the internal affairs of the Corporation are: None other than as specified by Florida Corporation law.

Sixth: The street address of the initial registered office of the Corporation is 725 Wildwood Lane, Naples, Florida 34501 and the name of its initial registered agent at such address is Ragan T. Phillips.

Seventh: The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until his or her successor or successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Ragan T. Phillips	725 Wildwood Lane Naples, Florida 34501
Gayle L. Phillips	725 Wildwood Lane Naples, Florida 34501

Eighth: The name and address of the Incorporator are:

<u>Name</u>	<u>Address</u>
Ralph Coti	80 Broad Street - Suite 3400 New York, New York 10004-2209

Ninth. Meetings of stockholders may be held outside the State of Florida, if the Corporation so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Articles of Incorporation of the Corporation.


Tenth. This Corporation reserves the right to amend, alter, change or repeal any matter contained in the Articles of Incorporation by the majority vote of its Board of Directors, or in other manner now or hereafter prescribed by statute, or by the Articles of incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

Eleventh. No director shall have any personal liability to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director except (i) for any breach of the director's loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) from any transaction from which the director

obtained an improper personal benefit and (iv) any liability or damages for which a director may not be excluded from liability as a matter of law.

Twelfth. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

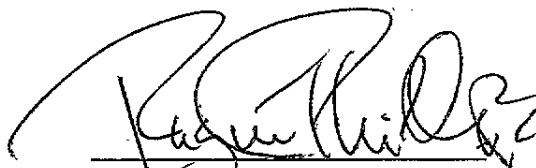
Ralph Coti, the undersigned, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the law of the State of Florida, does hereby make and file these Articles of Incorporation and accordingly I have hereunto set my hand this 3rd day of July, 2000



Ralph Coti

Acceptance by the registered agent is required in Florida Statutes Section 607.0501(3) Ragan T. Phillips is familiar with and accepts the obligations provided for in Section 607.0505.

Dated: July 3, 2000



Ragan T. Phillips

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TALLAHASSEE, FLORIDA