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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3360 PINEWALK DR NORTH
MARGATE, FLORIDA 33063
(954) 341-2965

November 17, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Thomas Phelps, Inc.

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-11/27/00--01123--018

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

Gentlemen:

Enclosed please find two (2) fully executed copies of Articles of Incorporation for the above corporation to be formed under the laws of the State of Florida. This corporation shall be a for profit corporation. I have enclosed a check in the amount of \$78.75 representing the recording fees, appointment of registered agent and for a certified copy of the charter documents.

Please furnish me with a certified copy of the charter documents as soon as possible.

Thank you for your consideration in this regard.

Very truly yours,



Thomas Phelps

Enclosures

Re 11/28/00

ARTICLES OF INCORPORATION

OF

THOMAS PHELPS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is:

THOMAS PHELPS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE.

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE SHARES

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial office of the corporation is: 3360 PINEWALK DRIVE NORTH APT. 1318 MARGATE, FLORIDA 33063.

The name of the Registered Agent of this Corporation is THOMAS PHELPS; the address of the Registered Agent is: 3360 PINEWALK DRIVE NORTH APT. 1318 MARGATE, FLORIDA 33063.

ARTICLE VII - INITIAL BOARD OF DIRECTORS OF CORPORATION

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name and address of the Initial Board of Directors is:

THOMAS PHELPS
3360 PINEWALK DRIVE NORTH APT 1318
MARGATE, FLORIDA 33063

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

THOMAS PHELPS
3360 PINEWALK DRIVE NORTH APT 1318
MARGATE, FLORIDA 33063

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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 subscriber has executed these Articles of Incorporation this 20 day of November, 2000.

Thomas Phelps PRESIDENT

STATE OF FLORIDA

COUNTY OF BROWARD

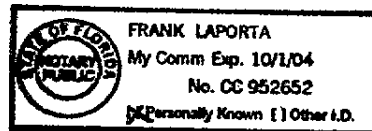
BEFORE ME, the undersigned Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me THOMAS PHELPS, and who identified herself to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREFORE, I have hereunto set my hand and seal in the State and County aforesaid this 20 day of November, 2000.

Frank LaPorta
NOTARY PUBLIC

My commission expires: 10/1/2004

Identification submitted:



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

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CLERK OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED.

FIRST THAT THOMAS PHELPS, INC.. IS DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA
WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF
MARGATE, STATE OF FLORIDA HAS NAMED THOMAS PHELPS,
LOCATED AT 3360 PINEWALK DRIVE NORTH APT 1318 MARGATE,
FLORIDA 33063 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA.

SIGNATURE:

Thomas Phelps

DATED:

11/18/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THIS CORPORATION AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND
I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY
DUTIES.

Thomas Phelps
Registered Agent

DATE:

11/18/00