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LASNAUD LAW OFFICE, P.A.

3917 NORTH ANDREWS AVENUE  
FT. LAUDERDALE, FLORIDA 33309

ALEXANDRE LASNAUD, ESQ.\*  
GUSTAVO G. ALARCON

\*ALSO MEMBER OF FEDERAL BAR

December 4, 2000

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Secretary of State  
Corporate Record Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

300003491033--8  
-12/07/00--01074--012  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

RE: PHIL-TIFF PROPERTIES, INC.

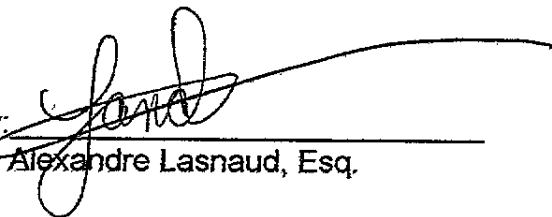
Dear Sir/Madam:

Enclosed please find the original Article and two (2) copies of Phil-Tiff Properties, Inc., along with a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) to cover filing fees. We are also attaching a self-addressed stamped envelope and request that after filing, the Certificate and copies be returned to us.

Thank you for your cooperation in this matter.

Very truly yours:  
LASNAUD LAW OFFICE, P.A.

By:

  
Alexandre Lasnaud, Esq.

AL/kr  
Enclosures

FILED  
00 DEC -7 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FILED**  
00 DEC -7 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **Articles of Incorporation**

Name of Corporation:

**Phil-Tiff Properties, Inc.**

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THE UNDERSIGNED, acting as the Incorporator of a corporation adopts the following Articles of Incorporation for such Corporation.

### **ARTICLE I CORPORATE NAME**

The name of the Corporation is:

**Phil-Tiff Properties, Inc.**

### **ARTICLE II NATURE OF CORPORATE BUSINESS**

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida. The main purpose of said Corporation is to perform legal services.

### **ARTICLE III CAPITAL STRUCTURE**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of SEVEN THOUSAND FIVE HUNDRED (7,500) shares of stock having a par value of 10 Cents (\$0.10) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

These Articles of Incorporation Prepared By:  
Alexander Lasnaud, Esq.  
6610 North University Blvd., Suite 250  
Ft. Lauderdale, FL 33321  
Florida Bar Number 124000

#### **ARTICLE IV PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of treasury shares.

#### **ARTICLE V EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE VI BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The names of the original member of the board of directors are:

1. Anthony O'Hara  
4260 N.W. 36th Way  
Ft. Lauderdale, FL 33309
2. Sonia O'Hara  
4260 N.W. 36th Way  
Ft. Lauderdale, FL 33309

#### **ARTICLE VII INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation is:

Anthony O'Hara & Sonia O'Hara  
4260 N.W. 36th Way  
Ft. Lauderdale, FL 33309

**ARTICLE VIII  
REGISTERED AGENT AND PRINCIPAL OFFICE**

The Corporation's initial Registered Agent and Principal Office in the State of Florida are:

Anthony O'Hara  
4260 N.W. 36th Way  
Ft. Lauderdale, FL 33309

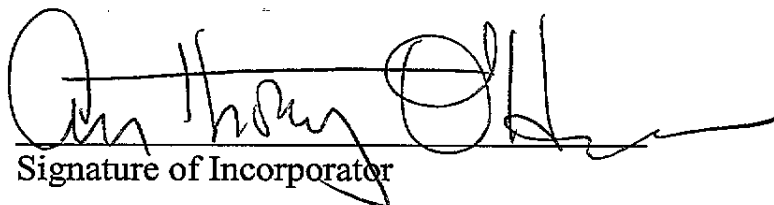
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2000 DEC -7 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all the requirements of law pertaining thereto.

  
Signature of Registered Agent

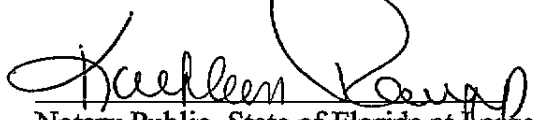
**IN WITNESS WHEREOF**, I, the Incorporator, have executed these Articles of Incorporation this date October 16, 2000.

  
Signature of Incorporator

STATE OF FLORIDA       )  
                                      )SS:  
COUNTY OF BROWARD    )

Before me personally appeared ANTHONY O'HARA, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITHNESS my hand and official seal this 16, day of October, 2000.

  
Notary Public, State of Florida at Large

Commission Expires:

