

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PHBT Advanced
Technologies, Inc.

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****157.50 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	FILED 01 JAN -8 PM 4:37 SECRETARY OF STATE TALLAHASSEE, FLORIDA
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	RECEIVED 01 JAN -9 PM 3:37 DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
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<input type="checkbox"/>	Driving Record	
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<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

Signature _____

Requested by: BO

Name

Date 1/9/01

Time 2:12

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
PHBT ADVANCED TECHNOLOGIES, INC.

The undersigned hereby establishes the following for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be **PHBT Advanced Technologies, Inc.**

ARTICLE II

Purpose

This Corporation is organized for the following purposes:

- (a) For developing, design, manufacturing and selling advanced technological products and related activities, and any other business activities and to have and to exercise all the powers now or hereby conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and
- (b) For the purpose of transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue 1,000 shares of \$.0001 par value common stock.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

ARTICLE V

Corporation Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the Corporation, and street address for the initial registered office of this Corporation is 3100 South Congress Avenue, Suite 6, Boynton Beach, Florida 33426, and the name of the initial registered agent of this Corporation at that address is Joseph P. Doxey.

ARTICLE VII

Initial Board of Directors

This Corporation shall have four (4) directors. The number of directors may be either increased or diminished from time to time by the Board of Directors pursuant to the By-Laws but shall never be less than (1). The names and addresses of the initial directors of this Corporation are as follows:

Joseph P. Doxey
3100 South Congress Avenue
Suite 6
Boynton Beach, Florida 33426

Joseph A. Mazziotti, II
3100 South Congress Avenue
Suite 6
Boynton Beach, Florida 33426

Louis J. Mazziotti
3100 South Congress Avenue
Suite 6
Boynton Beach, Florida 33426

Bruce W. Keihner
3100 South Congress Avenue
Suite 6
Boynton Beach, Florida 33426

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Indemnification

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

ARTICLE X

Special Provisions

The following special provisions shall govern this Corporation.

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office of directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officers, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, or transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he or she may be in anyway interested.

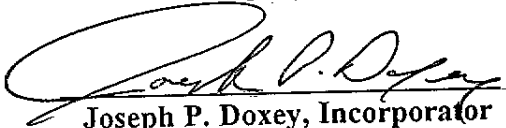
ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows:

**Joseph. P. Doxey, here 3100 South Congress Avenue, Suite 6, Boynton Beach, Florida
33426.**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of January, 2001.


Joseph P. Doxey, Incorporator

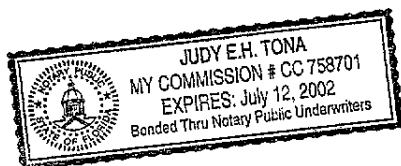
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph P. Doxey, personally known to me, or who has produced a drivers license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 8 day of January, 2001.

(SEAL)



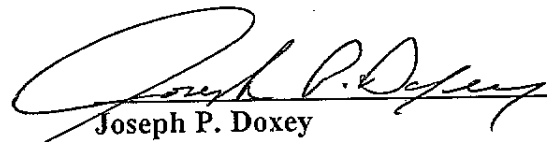
Notary Public
My Commission No.:
My Commission Expires:

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01 JAN - 8 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

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

FIRST: THAT PHBT ADVANCED TECHNOLOGIES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN PALM BEACH COUNTY, STATE OF FLORIDA, HAS NAMED JOSEPH P. DOXEY, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Joseph P. Doxey

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


Joseph P. Doxey, Registered Agent
Dated: January 8, 2001