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**Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

PHDG, Inc.

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ARTICLES OF INCORPORATION

OF

PHDG, INC.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is PHDG, INC.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV

Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V

Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

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ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103, and the name of its initial registered agent at such address is Naples-Lawdock, Inc., a Florida corporation.

ARTICLE VIII
Incorporator

The name and address of the incorporator is Leo J. Salvatori, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE IX
Principal Office

The principal office of the corporation is located at 5692 Strand Court, Suite 1, Naples, FL 34110.

Executed this 28TH day of February, 2001.


Leo J. Salvatori, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 28TH day of February, 2001, by Leo J. Salvatori, who is personally known to me.


NOTARY PUBLIC

(SEAL)

My Commission Expires:



QBNAP265120.1

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CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE.

In compliance with Section 48.091, Florida Statutes and Section 607.0501(3) of the Florida Business Corporation Act, the following is submitted:

1. That PHDG, INC., desiring to organize under the laws of the State of Florida, has named Naples-Lawdock, Inc., located at 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103, as its agent to accept service of process within Florida.

Dated: February 28, 2001


Leo J. Salvatori, Incorporator

2. That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity; the undersigned is familiar with and accepts the obligations of §607.0505 of the Florida Business Corporation Act and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

(Corporate Seal)
Naples-Lawdock, Inc., a Florida corporation.

Dated: February 28, 2001

By:


Leo J. Salvatori, as
Vice President

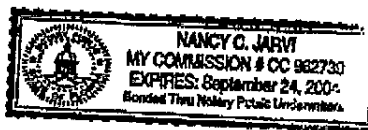
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STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 28TH day of February, 2001, by Leo J. Salvatori, as Vice President of Naples-Lawdock, Inc., a Florida corporation, who is personally known to me.


NOTARY PUBLIC (SEAL)

My Commission Expires:



QBNAP265120.1

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