

P01000054265

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000070473 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813) 229-2300
Fax Number : (813) 221-4210

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN - 1 PM 2:10

FLORIDA PROFIT CORPORATION OR P.A.

PHOP Worldwide, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03

FROM FOLEY & LARDNER

813-221-4210

(THU) 5.31'01 16:46/ST. 16:45/NO. 4861814686 P 2

((H01000070473 3)))

Articles of Incorporation
of
PHOP Worldwide, Inc.

THE UNDERSIGNED, acting as the sole Incorporator of PHOP Worldwide, Inc. ("Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is: PHOP Worldwide, Inc.

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Shares

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be one hundred million (100,000,000) shares, of which eighty million (80,000,000) shares shall be Common Stock having a par value of \$.01 per share ("Common Stock") and twenty million (20,000,000) shares shall be Preferred Stock, \$.01 par value per share ("Preferred Stock").

ARTICLE IV

Principal Office

The address of the principal office of the Corporation is 28808 Hanging Moss Loop, Wesley Chapel, Florida 33543.

Martin A. Traber, Esquire
Florida Bar # 0099805
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

((H01000070473 3)))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN -1 PM 2:10

FROM FOLEY & LARDNER

813-221-4210

(THU) 5.31'01 16:47/ST. 16:45/NO. 4861814686 P 3

((H01000070473 3)))

ARTICLE V

Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 200 Laura Street North, Third Floor, Jacksonville, FL 32202 and the initial registered agent at such address is F & L Corp.

Incorporator

The name and address of the sole Incorporator of the Corporation is as follows:

**Martin A. Traber, Esquire
Foley & Lardner
100 North Tampa Street, Suite 2700
Tampa, Florida 33602**

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 31 day of May, 2001.



Martin A. Traber, Incorporator

((H01000070473 3)))

FROM FOLEY & LARDNER

813-221-4210


(THU) 5.31'01 16:47/ST. 16:45/NO. 4861814686 P 4
(((H01000070473 3)))

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of PHOP Worldwide, Inc.

DATED: Effective this 31 day of May, 2001.

F & L CORP.



Martin A. Traber, Esquire
Title: Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN - 1 PM 2:10