

SPINNER DITTMAN FEDERSPIEL & DOWLING LLP
ATTORNEYS AT LAW

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FEDERAL LAWYER IN FLORIDA, CONNECTICUT AND ILLINOIS
CORPORATE ATTORNEY FOR

June 1, 2001

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Philo Investments, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of Philo Investments, Inc., together with my check in the amount of \$70.00 to cover the following:

Filing Fee	\$35.00
Certified Copy	35.00
TOTAL	<u>\$70.00</u>

Also enclosed is the executed Resident Agent Form. Please send me a certified copy of the Articles of Incorporation.

Thank you for your kind attention.

Sincerely,

ROBERT W. FEDERSPIEL, P.A.

Robert W. Federspiel

RWF:kp
Enc. 3

01 JUN -5 AM 8:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**ARTICLES OF INCORPORATION
of
PHILO INVESTMENTS, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is PHILO INVESTMENTS, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

To engage in the business of investments for businesses, real estate, and other ventures, and all related businesses, and to engage in any activity or business permitted under the law of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of ten dollar (\$10.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - Capital

The minimum amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI - Initial Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 1300 Park Commerce Boulevard, Suite #118, Delray Beach, Florida 33445, and the name of the initial registered agent of this corporation is Judith Hayes.

ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director signing these Articles is:

Phyllis Aditya
34 Cobblestone Drive
Thornhill, Ontario, Canada L3T4E4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - Incorporator

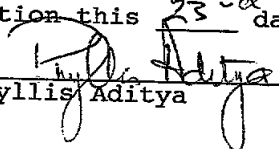
The name and address of the person signing these Articles is:

Phyllis Aditya
34 Cobblestone Drive
Thornhill, Ontario, Canada L3T4E4

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23rd day of May, 2001.

Phyllis Aditya


COUNTRY OF CANADA

PROVINCE OF ONTARIO

THE FOREGOING INSTRUMENT was acknowledged before me this 23rd day of May, 2001, by PHYLLIS ADITYA, AW who is personally known to me or AW who produced _____ as identification and did not take an oath.

Howard Weisberg
Notary Public,

Howard Weisberg (print name)

My commission expires: does not expire

Commission No.:



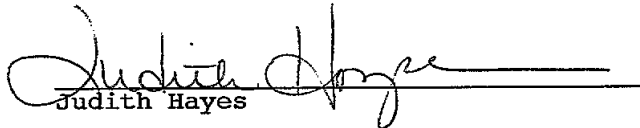
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that Philo Investments, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Delray Beach, County of Palm Beach, State of Florida, has named Judith Hayes, located at 1300 Park Commerce Boulevard, Suite #118, City of Delray Beach, County of Palm Beach, and State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Judith Hayes

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TALLAHASSEE FLORIDA