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August 10, 2001

Division of Corporations  
Department of State  
409 E. Gaines St.  
Tallahassee, FL 32399

FILED  
01 AUG 13 AM 8:48  
TALLAHASSEE, FLORIDA  
00000453090--3  
-08/13/01--01109--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: The Phillips Stash, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for a new corporation, The Phillips Stash, Inc. Also enclosed is a check for 78.75 to cover filing costs and a certified copy. Thank you for your kind assistance.

Yours very truly,

*Gerald J. D'Ambrosio*  
Gerald J. D'Ambrosio

Enclosures

GJD/jc *[Signature]*

D. BROWN AUG 16 2001

ARTICLES OF INCORPORATION  
OF

The Phillips Stash, Inc.

FILED  
01 AUG 13 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the state of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

The Phillips Stash, Inc.

ARTICLE II

EXISTENCE

This corporation shall commence existence effective the day of filing. The filing of these Articles of Incorporation by the Department of State, State of Florida, shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows:

To transact any and all lawful business under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

a. The aggregate number of shares which this corporation shall have the authority to issue is the total sum of ONE THOUSAND (1,000) shares, having an individual par value of TEN (\$10.00) Dollars per share.

b. The capital stock may be paid for in property, labor, services or cash.

c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

## ARTICLE V

### INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Two Hundred (\$200.00) Dollars.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

GERALD J. D'AMBROSIO  
199 BOCA RATON ROAD, SUITE 1-A  
BOCA RATON, FLORIDA 33432

## ARTICLE VII

### ADDRESS

a. The principal office of this corporation shall be at:

199 Boca Raton, Rd.  
Suite 1 A  
Boca Raton, fl 33432

b. This corporation may have such other places of business in the state of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal offices to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the

several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

#### ARTICLE VIII

#### INCORPORATOR

Name                      Jay Salyer  
Address                  199 Boca Raton Road  
                                Boca Raton, Florida 33432

#### ARTICLE IX

The names and address of the initial officers and/or directors of the corporation  
are:    Henrietta Phillips  
         199 Boca Raton Rd.  
         Boca Raton, Florida 33432

#### INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of August, 2001.


  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared Jay Salyer and known by me to be the person who executed the foregoing Articles of Incorporation, and that he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my seal in the state and county aforesaid, this 10 day of August, 2001.



  
Notary Public

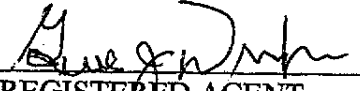
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

First, that The Phillips Stash, 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 Boca Raton, County of Palm Beach, State of Florida has named Gerald J. D'Ambrosio, located at 199 Boca Raton Road, Suite 1-A, Boca Raton, Florida 33432 as its agent to accept service of process within this state.

**ACKNOWLEDGMENTS:**

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

  
REGISTERED AGENT  
GERALD J. D'AMBROSIO

FILED  
01 AUG 13 AM 8:48  
CLERK OF STATE  
TALLAHASSEE, FLORIDA