

**P02000011233**

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.**

(((H02000026878 7)))

**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 : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850)385-6735  
Fax Number : (954)641-4192

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 31 PM 1:19

**FLORIDA PROFIT CORPORATION OR P.A.**

**PHILLIP HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	0403
Estimated Charge	\$78.75

HO2000026878

ARTICLES OF INCORPORATION  
OF  
PHILLIP HOLDINGS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 31 PM 1:19

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be:

PHILLIP HOLDINGS, INC.

ARTICLE II  
CORPORATE ADDRESS

The mailing address and the principal place of business of this Corporation shall be:

1729 East Commercial Boulevard  
PMB # 257  
Fort Lauderdale, Florida 33334

ARTICLE III  
NATURE OF CORPORATE BUSINESS

The Corporation shall have the power to engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue 100,000 shares of stock. All of the shares of stock shall be of a single class, designated as common. Shareholders shall be entitled to receive the net assets of the corporation upon dissolution. The shares of stock authorized shall have a par value of \$.01 per share.

ARTICLE V  
PREEMPTIVE RIGHTS

This Corporation elects to have Preemptive Rights.

ARTICLE VI  
CUMULATIVE VOTING

All shareholders of this Corporation are entitled to cumulate their votes for directors.

HO2000026878

HO 2000026878

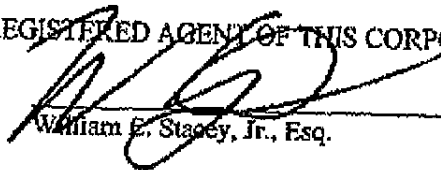
**ARTICLE VII  
INITIAL REGISTERED AGENT AND  
DESIGNATION OF REGISTERED AGENT**

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

William E. Stacey, Jr., Esq.  
4310 Northeast 16<sup>th</sup> Terrace  
Fort Lauderdale, Florida 33334

to accept service of process within this State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION.



William E. Stacey, Jr., Esq.

**ARTICLE VIII  
BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by the Corporation's Bylaws as adopted by the Shareholders. However, the Corporation shall have no less than one director at any time.

**ARTICLE IX  
REMOVAL OF DIRECTORS**

The removal of Directors by the Shareholders is restricted to instances when cause exists. Removal of a Director may not be had by less than a shareholder vote of 70%.

**ARTICLE X  
INITIAL DIRECTORS**

The name and post office address of each member of the first Board of Directors is:

Phillip W. Barnhart  
4310 Northeast 16<sup>th</sup> Terrace  
Fort Lauderdale, Florida 33334

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation, or until successors are elected.

HO 2000026878

HO 2000026878

**ARTICLE XI  
INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent permitted by law, any Director, Officer, Agent, Employee or Fiduciary who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including an action, suit or proceeding by or in the right of the Corporation which arises either as to said Director's, Officer's, Agent's, Employee's or Fiduciary's action in his/her official capacity and/or as to action while holding such office. In addition, the Corporation shall pay for or reimburse all expenses incurred by said Director, Officer, Agent, Employee or Fiduciary in advance of the final disposition of said action, suit or proceeding to the full extent permitted by law.

**ARTICLE XII  
ADOPTION AND AMENDMENT OF BYLAWS**

The Initial Bylaws of this Corporation shall be adopted by majority vote of the Directors. Bylaws may be amended only by unanimous vote of either the Directors or the Shareholders.

**ARTICLE XIII  
INCORPORATORS**

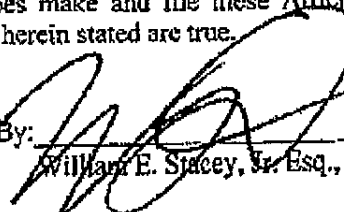
The name and post office address of the Incorporator is as follows:

William E. Stacey, Jr., Esq.  
4310 Northeast 16<sup>th</sup> Terrace  
Fort Lauderdale, Florida 33334

**ARTICLE XIV  
COMMENCEMENT**

Corporate existence will commence on immediately on issuance of the charter.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

By:  01/30/02  
William E. Stacey, Jr. Esq., Incorporator.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 31 PM 1:19

HO 2000026878