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02 FEB 12 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 385758 4311639
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 78.75

ORDER DATE : February 6, 2002

ORDER TIME : 10:32 AM

ORDER NO. : 385758-005

CUSTOMER NO: 4311639

CUSTOMER: Ms. Mary V. Carroll
Akerman Senterfitt & Eidson,
P.a.
One Southeast Third Avenue
28th Floor
Miami, FL 33131-1714

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DOMESTIC FILING

NAME: PH PARTNERS CAPITAL
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN FEB 12 2002

**ARTICLES OF INCORPORATION
OF
PH PARTNERS CAPITAL CORPORATION**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

PH Partners Capital Corporation

The name of the corporation is (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

825 South Alhambra Circle
Coral Gables, FL 33146

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Three Thousand (3,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL DIRECTOR**

The name and address of the initial Director of the Corporation is as follows:

Peter Hairston, Jr.
825 South Alhambra Circle
Coral Gables, FL 33146

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: 825 South Alhambra Circle, Coral Gables, FL 33146. The name of the Corporation's initial registered agent at that address is Peter Hairston, Jr.

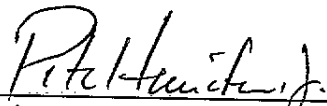
ARTICLE VI
INCORPORATOR

The name and street address of the incorporator of the Corporation is: Peter Hairston, Jr., 825 South Alhambra Circle, Coral Gables, FL 33146.

ARTICLE VII
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31st day of January, 2002.

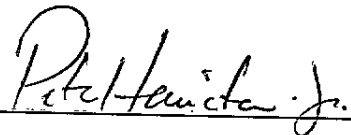


Peter Hairston, Jr. Incorporator

CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 31st day of January, 2002.



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