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**Florida Department of State
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To: Division of Corporations
 Fax Number : (850)205-0381

From: Account Name : PAS-T CORP. AGENTS, INC.
 Account Number : 071001002335
 Phone : (305)599-0839
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PHN ENTERPRISES SYSTEMS CORP.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF

PHN ENTERPRISES SYSTEMS CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PHN ENTERPRISES SYSTEMS CORP.

The principal place of business of this corporation shall be: **9737 NW 41 STREET SUITE 490 MIAMI, FL 33178**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: **100 SHARES @ 1.00 PAR VALUE**

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

**JAIR DE ALMEIDA
9737 NW 41 STREET SUITE 490
MIAMI, FL 33178**

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TALLAHASSEE, FLORIDA**

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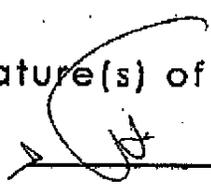
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator (s) to this articles of incorporation is(are):

JAIR DE ALMEIDA
9737 NW 41 STREET SUITE 490
MIAMI, FL 33178

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 12th day of AUGUST ~~2001~~ 2002

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

PHN ENTERPRISES SYSTEMS CORP.

2. The name and address of the registered agent and office is:

JAIR DE ALMEIDA 9737 NW 41 STREET SUITE 490

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33178

(CITY/STATE/ZIP)

SIGNATURE 

TITLE _____

DATE _____

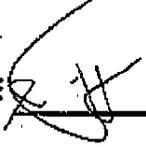
AUGUST 12, 2002

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE _____

AUGUST 12, 2002