

TRANSMITTAL LETTER
P02000092409

May 3, 2002

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*****78.75 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Phelps Enterprises, Inc.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 for the corporate filing fee and certificate.

From: Joel A. Shor, CPA
3164 St. Annes Place
Boca Raton, FL 33496
561-994-3315

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M/V

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7/31

FILED
02 AUG 23 PM 1:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 31, 2002

JOEL A. SHOR, CPA
3164 ST. AMES PLACE
BOCA RATON, FL 33496

SUBJECT: PHELPS ENTERPRISES, INC.
Ref. Number: W02000022000

We have received your document for PHELPS ENTERPRISES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 002A00046095

ARTICLES OF INCORPORATION

OF

PHELPS ENTERPRISES -NC, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.194 of the Florida General Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its' Board of Directors, hereby adopts the following articles of incorporation.

ARTICLE 1- NAME AND MAILING ADDRESS

The name of this corporation is Phelps Enterprises - NC, Inc. The mailing address is: James Phelps, 8112 Evanston Falls Drive, Huntersville, NC, 28078.

ARTICLE 2 - DURATION

This corporation shall exist perpetually commencing on the date these articles are filed with the Department of State.

ARTICLE 3- PURPOSE

This corporation is organized for the following purpose: Sales and Marketing and any or all-lawful business.

ARTICLE 4- CAPITAL STOCK

This corporation is authorized to issue 5000 shares of one dollar (\$ 1.00) par value common stock which shall be designated "Common Shares".

ARTICLE 5- INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of this corporation is 16130 Rio Del Paz, Delray Beach, FL 33446, and the initial registered agent of this corporation at that address is Joel Shor.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The name and mailing address of the initial director of this corporation is: James Phelps, 8112 Evanston Falls Drive, Huntersville, NC 28078.

ARTICLE 7 - INCORPORATOR

The name and mailing address of the person signing these articles is: James Phelps, 8112 Evanston Falls Drive, Huntersville, NC 28078.

ARTICLE 8 - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set opposite their name:

James Phelps	100 shares
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. All unissued shares of stock must be granted with unanimous approval of the board of directors prior to their issuance, if at all.

ARTICLE 9- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

ARTICLE 10- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation act.

ARTICLE 11- INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

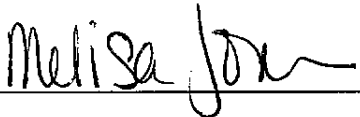
ARTICLE 12- AMENDMENT

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

In witness whereof, the undersigned subscriber has executed these articles of incorporation this 19th day of August, 2002.



James Phelps



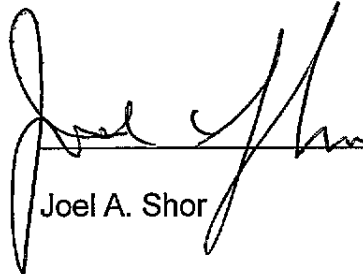
Witness

ACCEPTANCE OF REGISTERED AGENT

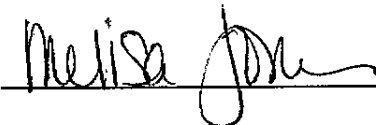
OF

PHELPS ENTERPRISES - NC, INC.

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Joel A. Shor



Witness

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TALLAHASSEE FLORIDA