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FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
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DAVID J. PASCUZZI
JOHN IOANNOU, JR.
RICHARD W. BASSETT
JOSEPH W. GELLI

August 23, 2002

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

7000027202-30887-0055
*****78.75 *****78.75

Re: Formation of Phasioan, Inc., profit corporation

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation along with a check in the amount of Seventy-Eight and 75/100 Dollars (\$78.75) made payable to the Secretary of State in connection with the formation of the above-referenced profit corporation pursuant to Chapter 607 of the Florida Statutes.

Please return the Certificate of Status and a filed copy of the Articles of Incorporation to the undersigned counsel in the enclosed, self-addressed, stamped envelope at your earliest convenience. Thank you for your time and assistance in this matter..

Sincerely,



John Ioannou, Jr.

Jl/cfc

Enclosures

ARTICLES OF INCORPORATION

FOR

PHASIOAN, INC.

The undersigned, for the purpose of forming a profit Florida corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be: **PHASIOAN, INC.**

ARTICLE II. PRINCIPAL OFFICE

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

302 N.W. 1st Street
Dania, FL 33004

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

100 Shares of Common Stock

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

John Ioannou, Jr., Esquire
2300 Glades Road
Suite 400, East Tower
Boca Raton, Florida 33431

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

John Ioannou, Jr., Esquire
McClosky, D'Anna, Ioannou & Dieterle, LLP
2300 Glades Road
Suite 400, East Tower
Boca Raton, Florida 33431

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have five (5) directors, initially. The name and address of the members of the Board are:

1. Linda Phass, 302 N.W. 1st Street, Dania, FL 33004;
2. Christina Ioannou, 302 N.W. 1st Street, Dania, FL 33004;
3. John Ioannou, Jr., 2300 Glades Road, Suite 400, East Tower, Boca Raton, FL 33431;
4. Sofia Ioannou, 7000 Island Blvd., #2307, Aventura, FL 33160; and
5. Bill J. Ioannou, 302 N.W. 1st Street, Dania, FL 33004.

ARTICLE VIII. OFFICERS

This corporation shall have five (5) officers, initially. The name, address, position, and ownership interest of the initial officers are:

1. Linda Phass, 302 N.W. 1st Street, Dania, FL 33004 – Co-President – 26% ownership – 26 shares.
2. Christina Ioannou, 302 N.W. 1st Street, Dania, FL 33004 – Co-President – 26% ownership – 26 shares.
3. John Ioannou, Jr., 2300 Glades Road, Suite 400, East Tower, Boca Raton, FL 33431 – Vice-President – 16% ownership – 16 shares.
4. Sofia Ioannou, 7000 Island Blvd., #2307, Aventura, FL 33160 – Vice-President – 16% ownership – 16 shares.
5. Bill J. Ioannou, 302 N.W. 1st Street, Dania, FL 33004 – Vice-President – 16% ownership – 16 shares.

ARTICLE IX. NATURE OF BUSINESS

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

The undersigned has executed these Articles of Incorporation this August 23rd, 2002.



John Ioannou, Jr., Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the corporation, **PHASIOAN, INC.**, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

John Ioannou, Jr., Esquire
McClosky, D'Anna, Ioannou & Dieterle, LLP
2300 Glades Road
Suite 400, East Tower
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 23, 2002.



John Ioannou, Jr., Esquire

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