

TRANSMITTAL LETTER

100008029821--8
-03/26/02--01006--010
*****87.50 *****87.50

EFFECTIVE DATE
Oct. 1, 02

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75
Filing Fee	Filing Fee
	& Certificate of Status

FROM: William Sherman III Name (Printed or typed)

2216 Elizabeth Way Address

Dunedin, FL 34698 City, State & Zip

727-784-6789 Daytime Telephone number

FILED
02 SEP 25 AM 9:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

張

**ARTICLES OF INCORPORATION
OF
PHASE-R SPECIALTIES, INC.**

The undersigned subscriber, being a natural person competent to contract under the laws of the state of Florida, hereby adopts the following articles of incorporation in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED
02 SEP 25 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation shall be:

Phase-R Specialties, Inc.

EFFECTIVE DATE
Oct 1, 02

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address shall be:

2216 Elizabeth Way
Dunedin, FL 34698

**ARTICLE III
PURPOSE**

This corporation is authorized to carry on any lawful business or enterprise.

**ARTICLE IV
SHARES**

The aggregate number of shares which the corporation shall have the authority to issue is 5,000 shares, each without par value, such shares are non-assessable.

**ARTICLE V
INITIAL OFFICERS/DIRECTORS**

The name(s), addressee(s) and title(s):

William Sherman III
President/Chairman/Director
2216 Elizabeth Way
Dunedin, FL 34698

Deborah A. Sherman
Secretary/Treasurer/Director
2216 Elizabeth Way
Dunedin, FL 34698

ARTICLE VI
REGISTERED AGENT

The **name and Florida street address** of the registered agent is:

William Sherman III
2216 Elizabeth Way
Dunedin, FL 34698

ARTICLE VII
INCORPORATOR

The **name and address** of the Incorporator is:

William Sherman III
President and Chairman
2216 Elizabeth Way
Dunedin, FL 34698

ARTICLE VIII
INDEMNITY

The corporation shall indemnify its directors and officers as follows:

A. EVERY DIRECTOR OR OFFICER OF THE CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL EXPENSES AND LIABILITIES, INCLUDING COUNSEL FEES, REASONABLY INCURRED BY OR IMPOSED UPON HIM OR HER IN CONNECTION WITH ANY PROCEEDING TO WHICH HE OR SHE MAY BE MADE A PARTY, OR IN WHICH HE OR SHE MAY BECOME INVOLVED, BY REASON OF HIS OR HER BEING OR HAVING BEEN A DIRECTOR, OFFICER, OR AGENT OF THE CORPORATION OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, OR AGENT OF THE CORPORATION, OR ANY SETTLEMENT THEREOF, WHETHER OR NOT HE OR SHE IS A DIRECTOR, OFFICER, OR AGENT AT THE TIME SUCH EXPENSES ARE INCURRED, EXCEPT IN SUCH CASES WHEREIN THE DIRECTOR, OFFICER, OR AGENT IS ADJUDGED GUILTY OF WILLFUL MISFEASANCE OR MALFEASANCE IN THE PERFORMANCE OF DUTIES; PROVIDED THAT IN THE EVENT OF A SETTLEMENT THE INDEMNIFICATION HEREIN SHALL APPLY ONLY WHEN THE BOARD OF DIRECTORS APPROVES SUCH SETTLEMENT AND REIMBURSEMENT AS BEING FOR THE BEST INTERESTS OF THE CORPORATION.

B. THE CORPORATION SHALL INDEMNIFY ANY PERSON WHO IS OR WAS A DIRECTOR, OFFICER, OR AGENT OF THE CORPORATION OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS DIRECTOR, OFFICER, OR AGENT OF THE CORPORATION, AGAINST EXPENSES OF SUIT, LITIGATION OR OTHER PROCEEDINGS WHICH IS SPECIFICALLY PERMISSIBLE UNDER APPLICABLE LAW.

C. THE BOARD OF DIRECTORS MAY, IN ITS DISCRETION, DIRECT THE PURCHASE OF LIABILITY INSURANCE BY WAY OF IMPLEMENTING THE PROVISIONS OF THIS ARTICLE.

ARTICLE IX
ELIMINATING PERSONAL LIABILITY

OFFICERS AND DIRECTORS SHALL HAVE NO PERSONAL LIABILITY TO THE CORPORATION OR ITS STOCKHOLDERS FOR DAMAGES FOR BREACH OF FUDUCIARY DUTY AS AN OFFICER OR DIRECTOR. THIS PROVISION DOES NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR FOR ACTS OR OMISSIONS WHICH INVOLVE INTENTIONAL MISCONDUCT, FRAUD OR A KNOWING VIOLATION OF LAW OR THE PAYMENT OF DIVIDENDS IN VIOLATION OF THE FLORIDA BUSINESS CORPORATION ACT, CHAPTER 607 F.S.

ARTICLE X
PERIOD OF EXISTENCE

The period of existence of this corporation shall be perpetual.

ARTICLE XI
EFFECTIVE DATE

The effective date of these articles of incorporation shall be October 1, 2002.

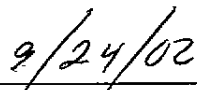
ARTICLE XII
AMENDMENTS OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a majority vote of all shareholders voting by written ballot in person or by proxy held at any general or special meeting of the shareholders upon lawful notice.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent



Date



Signature/Incorporator



Date

FILED
02 SEP 25 AM 9:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA