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(City/State/Zip/Phone #)

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(Business Entity Name)

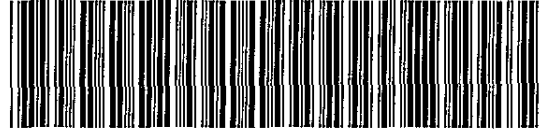
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March 31, 2004

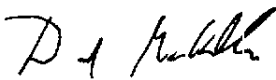
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation of Ben Phillips, Inc.

Enclosed are the original and two copies of Articles of Incorporation of Ben Phillips, Inc. and a check for \$78.75 for the filing fee and a certified copy. Please return the certified copy to me at the above address.

Thank you.

Very truly yours,



David A. McKibbin

DAM/db

Encls.

**ARTICLES OF INCORPORATION
OF
BEN PHILLIPS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is **BEN PHILLIPS, INC.**

ARTICLE II

Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 2nd day of April, 2004.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of One and No/100 Dollars (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 1338 West Indies Way, Lantana, Florida, 33462, and the name of the initial registered agent of this corporation at that address is: Ben Phillips.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have one (1) director. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is: Ben Phillips, 1338 West Indies Way, Lantana, Florida, 33462.

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is: Ben Phillips, 1338 West Indies Way, Lantana, Florida, 33462.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation on this 26th day of March, 2004.


BEN PHILLIPS, Subscriber

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and
County set forth above, personally appeared BEN PHILLIPS, known to me and known by me to
be the person who executed the foregoing Articles of Incorporation, and he acknowledged
before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in
the State and County aforesaid, this 26 day of March, 2004.



I Paul Arcuri
My Commission DD177745
Expires January 15, 2007


Notary Public, State of Florida at Large

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

BEN PHILLIPS, INC.

In Pursuance of Section 607.034, Florida Statutes, the following is submitted, in
compliance with the said Act:

First—that BEN PHILLIPS, INC. desiring to organize under the laws of the State of
Florida with its principal office at: 1338 West Indies Way, Lantana, Florida, 33462, has named
DAVID A. McKIBBIN, located at 901 George Bush Boulevard, Delray Beach, Florida, 33483, as
its agent to accept service of process within this State.

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



DAVID A. McKIBBIN

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SECRETARY OF STATE
TALLAHASSEE FLORIDA