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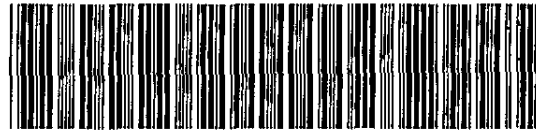
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRET
DIVISION
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TRANSMITTAL LETTER

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

SUBJECT: PHILLISTIA, INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: MARCIA P. LEWIS
Name (Printed or typed)

977 NW 167th Terrace
Address

Pembroke Pines, FL 33028
City, State & Zip

754-423-0722
Daytime Telephone number

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
PHILLISTIA, INC

The undersigned subscriber to the articles of incorporation, natural person competent to contract, hereby form a corporation under the state Florida.

ARTICLE I
NAME

The name of the corporation is PHILLISTIA, INC

ARTICLE II
DURATION AND BEGINNING OF CORPORATION EXISTENCE

The corporation shall exist perpetually. The corporation existence shall commence as of the filing of the article of incorporation.

ARTICLE III
NATURE

The corporation is organized for the purpose of contracting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock that the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holder of common stock is entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holder of the common stock shall not have preemptive to shares subscribe to the corporation securities.

ARTICLE V
REGISTERED AGENT

The name of the initial registered agent of this corporation is MARCIA P. LEWIS.
The Street Address of the registered office of the corporation in the state of Florida is
972 NW 167TH TERRACE, PEMBROKE PINES, FL 33028

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have one initial director. The number of directors may increase or decrease from time to time in the manner provided by the bylaws of the corporation. The name and street address of the initial directors:

MARCIA P. LEWIS, 972 NW 167TH TERRACE, PEMBROKE PINES, FL 33028

ARTICLE VII
INCORPORATION

The names and addresses of the incorporator of these articles of incorporation is MARCIA P. LEWIS, 972 NW 167TH TERRACE, PEMBROKE PINES, FL 33028

ARTICLE VIII
INDEMNIFICATION

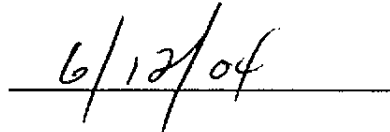
The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent, of another corporation, partnership, joint venture, trust, or other enterprise.

The corporation shall elect to be taxed a "small business corporation" for income tax purposes under the provision of section 1372 of the internal revenue code and property officers of the corporation be and they hereby authorized and directed to evidence such election by completing and filing form 2553 of the United States Treasury Department, Internal Revenue Service. Executed by the undersigned as first directors of PHILLISTIA, INC, on the date indicated below:

NAME OF DIRECTOR

DATE OF EXECUTION


MARCIA P. LEWIS



CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with section 48.091 and 607.034, Florida Statutes the following is submitted:

First that PHILLISTIA, INC is desiring to organize or qualify under the laws of the state of Florida with its principal place of business at 972 NW 167TH TERRACE, PEMBROKE PINES, FL 33028 as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 12 day of JUNE 2004

BY Marcia P. Lewis
MARCIA P. LEWIS
Registered Agent

PHILLISTIA
SECRETARY
DIVISION
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SUBCHAPTER S ELECTION RESOLUTION

Resolved, that the corporation elects to become a small business concern under subchapter S of the Internal Revenue Service Center in Atlanta, Georgia and the president of the corporation is authorize to execute said election form, which shall also be executed by all of the shareholders of the corporation evidencing their consent to the said election.

ISSUANCE OF INITIAL SHARES

a) ACKNOWLEDGEMENT OF SUBSCRIPTION: The Corporation hereby acknowledges that subscriptions was received by it and are hereby accepted by it from the person in the amount and for the consideration set forth below:

SUBSCRIBER	NUMBER OF SHARES SUBSCRIBED FOR	CONSIDERATION
MARCIA P. LEWIS	100.00	\$1.00

b) PAYMENT OF SUBSCRIPTION: The officers of the corporation are hereby authorized call for payment of such subscriptions and issues shares evidenced by properly executed stock certificated against receipt of the subscription prices.

b) NON-ASSESSABILITY: On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and non-assessable.

d) ALLOCATION OF PROCEEDS: Of the consideration received by the corporation for the capital stock to be issued here under, one dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and balance shall be allocated to the paid surplus account.

b) DESIGNATION OF BANK DEPOSITORY: The treasurer of the corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any check, draft notes orders and bills of exchange payable to or otherwise to the property of the corporation; to deposit them in such, and to draw and sign checks on such accounts in the name of the corporation. The Board of Directors hereby adopts any resolution required by such bank in connection with this designation as depository, provided the president of the corporation instructs the secretary in writing to insert as a appendix to this consent a copy of such resolution, which shall there upon be deemed to have been adopted by the Board of Directors.

AMENDMENT

This corporation reserves the right to amend or repeal any prior provision contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF THE UNDERSIGNED INCORPORATORS HAS EXECUTED THESE ARTICLES OF INCORPORATION, THE

12 DAY OF JUNE 2004



MARCIA P. LEWIS