

**Florida Department of State**  
**Division of Corporations**  
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**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2004 OCT 14 P 12:19

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**FLORIDA PROFIT CORPORATION OR P.A.**

**PHELPS ENTERPRISES, INC.**

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10-13-04

10/14/04 2:13 PM

ARTICLE OF INCORPORATION  
OF

Phelps Enterprises, Inc.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION  
UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY  
ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION: Phelps Enterprises, Inc.

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE THREE

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS

1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS  
CONNECTED WITH *Property Investment & Stock Market Investment*

2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH  
CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL  
CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS  
WHICH CAN, BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH  
OR AUXILIARY TO THE FOREGOING BUSINESS.

3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR  
NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS  
AUTHORISED TO ISSUE IS 1000 SHARES. SUCH SHARES SHALL BE OF A  
SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$1.00

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ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS: 1511 NW 9 Street Miami, FL. 33125 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS: Charles H. Phelps.

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ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS one (1) THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS:

**PRESIDENT:** Charles H. Phelps 1511 NW 9 Street Miami, FL. 33125.

**SECRETARY:**

**TREASURER:**

**VICE PRESIDENT:**

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ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS: Charles H. Phelps 1511 NW 9 Street Miami, FL. 33125  
IS OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT DADE COUNTY, FLORIDA THIS 14 DAY OF October 2004.

  
\_\_\_\_\_  
INCORPORATOR  
Charles H. Phelps

STATE OF FLORIDA

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Charles H. Phelps KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF INCORPORATION. *IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND COUNTY ABOVE. ON 14 DAY OF October 2004.*

\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
REGISTERED AGENT  
Charles H. Phelps

STATE OF FLORIDA

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Charles H. Phelps KNOWN TO BE AND KNOWN BY ME TO EXECUTE THE FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON 14 DAY OF October 2004.

\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES

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