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2-1-05

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Account Name : DAVID A. LUCZAK, ATTORNEY AT LAW, P
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FLORIDA PROFIT CORPORATION OR P.A.

PHRASE TECHNOLOGIES, INC.

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ARTICLES OF INCORPORATION
OF
PHRASE TECHNOLOGIES, INC.

STATE OF FLORIDA
DEPARTMENT OF REVENUE

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is **PHRASE TECHNOLOGIES, INC.**

EFFECTIVE DATE
2-1-05

ARTICLE II

The existence of the Corporation shall begin on February 1, 2005.

ARTICLE III

The street address of the principal office of the Corporation is 12945 Seminole Boulevard, Building 1, Suite 6, Largo, Florida 33778.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, no par value, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 12945 Seminole Boulevard, Building 1, Suite 6, Largo, Florida 33778. The initial registered agent for the Corporation at that address is Jay L. Johnson.

ARTICLE VI

The initial board of directors shall consist of 2 members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name
Address

Jay L. Johnson
12945 Seminole Boulevard
Building 1, Suite 6
Largo, Florida 33778

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Name
Address

Richard L. Sanders
12945 Seminole Boulevard
Building 1, Suite 8
Largo, Florida 33778

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name

Address

Jay L. Johnson

12945 Seminole Boulevard
Building 1, Suite 8
Largo, FL 33778

Richard L. Sanders

12945 Seminole Boulevard
Building 1, Suite 8
Largo, FL 33778

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

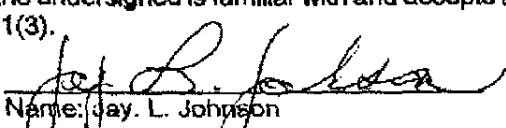
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on January 28, 2005.


Name: Jay L. Johnson


Name: Richard L. Sanders

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PHRASE TECHNOLOGIES, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Jay L. Johnson

Date: 1-28-05

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