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Fax Number : (850) 205-0381

From:

Account Name : SMITH, GAMBRELL & RUSSELL LLP
Account Number : I20020000143
Phone : (404) 815-3538
Fax Number : (904) 598-6300

FLORIDA PROFIT CORPORATION OR P.A.

PHB Industries, Inc.

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SECRETARY OF STATE
JACKSONVILLE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PHB INDUSTRIES, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name and Principal Office of Corporation

The name of this Corporation shall be PHB Industries, Inc. The mailing address of the Corporation shall be c/o Adam Buss, 50 N. Laura Street, Suite 2600, Jacksonville, Florida 32202.

ARTICLE II

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

ARTICLE III

Stock

The total authorized capital stock of the Corporation shall be 100,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Adam J. Buss
Smith, Gambrell & Russell, LLP
50 North Laura Street, Suite 2600
Jacksonville, Florida 32202

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the Registered Office of this Corporation in the State of Florida shall be 50 N. Laura Street, Suite 2600, Jacksonville, Florida 32202. The name of the Registered Agent of this Corporation at the above address shall be Adam J. Buss.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) but not more than five (5) persons, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE IX
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand as of this 17th day of March, 2005.

By: Adam J. Buss
Adam J. Buss

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

PHB Industries, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Smith, Gambrell & Russell, LLP, 50 N. Laura Street, Suite 2600, Jacksonville, Florida 32202, as its Registered Office and has named Adam J. Buss, located at said address as its initial Registered Agent.

By: Adam J. Buss
Adam J. Buss
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: Adam J. Buss
Adam J. Buss
Registered Agent

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