

OCT. 24. 2006 11:00AM

CAPITAL CONNECTION

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To:

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

PHILLY GROUP ENTERPRISES INC

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ARTICLES OF INCORPORATION

OF

PHILLY GROUP ENTERPRISES INC

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **PHILLY GROUP ENTERPRISES INC**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **321A Havendale Blvd., Auburndale, FL 33823.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares having a par value of (\$1.00) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Joseph G. McCullough, 8115 Brinegar Circle, Tampa, FL 33647.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Your Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: SPECIAL PROVISIONS

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII: PRE-EMPTIVE RIGHTS

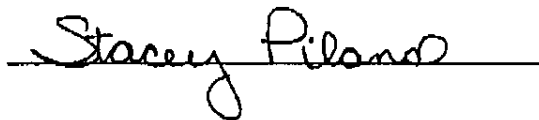
Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

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ARTICLE VIII: OFFICERS AND DIRECTORS

The name and address of the initial Board of directors is **President/ Treasurer: Beverly H. McCullough, Vice-President/ Secretary: Joseph G. McCullough, 8115 Brinegar Circle, Tampa, FL 33647.**

The undersigned has executed these Articles of Incorporation this 24th day of October 2006. Your Capital Connection, Inc., by Stacey Piland, Client Representative

A handwritten signature in cursive script, reading "Stacey Piland", is written over a horizontal line.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is PHILLY GROUP ENTERPRISES INC

2. The name and address of the registered agent and office is:

Joseph G McCullough

8115 Brinegar Cir

Tampa FL 33647

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Joseph G McCullough
(Signature)
Joseph G McCullough, Vice President
Printed Name, Title

10/23/06
(Date)

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