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FLORIDA PROFIT/NON PROFIT CORPORATION

Phillips Capital Partners, Inc.

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ARTICLES OF INCORPORATION
OF
PHILLIPS CAPITAL PARTNERS, INC.

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The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be Phillips Capital Partners, Inc. (hereinafter, the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the Corporation is 1217 Airport Road, Suite 419, Destin, Florida 32541.

ARTICLE III
AUTHORIZED SHARES

The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.

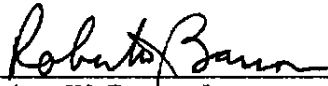
ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office is 2731 Executive Park Drive, Suite 4, Weston, FL 33331 and the name of its initial registered agent at such address is NRAI Services, Inc.

ARTICLE V
INCORPORATOR

The name and address of the Incorporator of the Corporation are Robert W. Barron, 350 E. Las Olas Blvd., Suite 1000, Ft. Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 23rd day of June, 2010.


Robert W. Barron, Incorporator

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Phillips Capital Partners, Inc. at the place designated in Article IV of the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of such position as registered agent as provided for in Chapter 607, F.S.

NRAI SERVICES, INC.

By: *Leta Singleton*
Name: LETA SINGLETON
Title: ASST. SECRETARY

Dated: 06/23/2010

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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