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TALLAHASSEE, FL 32301

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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 648511 10114A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : July 26, 1995

ORDER TIME : 9:52 AM

ORDER NO. : 648511

800001546526

CUSTOMER NO: 10114A

CUSTOMER: Ms. Teresa Hanson  
HUMPHREY & KNOTT

3rd Floor  
1625 Hendry Street  
Ft. Myers, FL 33901

EFFECTIVE DATE  
AUG - 1 1995

DOMESTIC FILING

NAME: PHAZE II CONSULTING, INC.

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN

JUL 26 1995

FILED  
95 JUL 26 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
AUG - 1 1995

FILED  
95 JUL 26 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PHAZE II CONSULTING, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

NAME: The name of this corporation shall be Phaze II Consulting, Inc.

ARTICLE II.

ADDRESS: The street address of the corporation is 820 Hofstra Drive, Fort Myers, FL 33919. The mailing address of this corporation is Post Office Box 08129, Fort Myers, FL 33908.

ARTICLE III.

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK: This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V.

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI.

INITIAL REGISTERED AGENT AND OFFICE: The name and street address of the initial registered agent and office of this corporation is: Garey F. Butler, Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, FL 33901.

ARTICLE VII.

DIRECTORS: The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VIII.

INITIAL DIRECTORS: The names and addresses of the initial

directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

| <u>NAME</u>      | <u>ADDRESS</u>                                  |
|------------------|---|
| Judith H. Newman | 16136 Kelly Woods Drive<br>Fort Myers, FL 33908 |
| Gregory M. Timko | 16136 Kelly Woods Drive<br>Fort Myers, FL 33908 |

ARTICLE IX.

INCORPORATOR: The name and address of the incorporator to these Articles of Incorporation is as follows:

| <u>NAME</u>      | <u>ADDRESS</u>                                  |
|------------------|---|
| Judith H. Newman | 16136 Kelly Woods Drive<br>Fort Myers, FL 33908 |

ARTICLE X.

EFFECTIVE DATE: These Articles shall become effective on August 1, 1995.

ARTICLE XI.

AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporator has executed this Articles of Incorporation this 14<sup>th</sup> day of July, 1995.

  
Judith H. Newman

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Phase II, Consulting, Inc., at the place designated in the Articles of Incorporation, Garey F. Butler, Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, FL 33901, agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated: July 24, 1995

Garey F. Butler  
Garey F. Butler

FILED  
95 JUL 26 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA