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*P95000060729*

ACCOUNT NO. : 072100000032

REFERENCE : 654900 81879A

AUTHORIZATION : *Patricia Papp*

COST LIMIT : \$ 122.50

ORDER DATE : August 7, 1995

ORDER TIME : 11:07 AM

ORDER NO. : 654900

400001554454

CUSTOMER NO: 81879A

CUSTOMER: Eileen Lenihan, Legal Asst  
BERNS & CONNER

Suite 110  
1 Florida Park Drive, North  
Palm Coast, FL 32137

DOMESTIC FILING

NAME: PHASE ONE, 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: Jennifer Moran

EXAMINER'S INITIALS: AUG 7 1995 BSB

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AUG-7 PM 3:18

## ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME AND ADDRESS OF CORPORATION: The name of this corporation is: PHASE ONE, INC., 1 Florida Park Drive South, Suite 309, Palm Coast, Florida 32137. The mailing address of the corporation is 7 Old Kings Road North, Suite 36-7, Palm Coast, Florida 32137.

2. DURATION: The period of its duration is perpetual.

3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. CAPITAL STOCK: The corporation is authorized to issue 100 shares of stock, all of one class, at One Dollar (\$1.00) par value.

5. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent and office of this corporation is as follows:

WILLIAM MANTESTA  
17 Crandell Court  
Palm Coast, Florida 32137

6. INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than two (2) directors.

The name and address of the initial directors of this corporation are:

WILLIAM MANTESTA  
7 Old Kings Road North  
Suite 36-7  
Palm Coast, Florida 32137

MICHAEL E. HOUGH  
7 Old Kings Road North  
Suite 36-7  
Palm Coast, Florida 32137

7. INCORPORATOR: The name and address of the Incorporator signing these Articles of Incorporation is:

TIMOTHY J. CONNER  
1 Florida Park Drive North - Suite 110  
Palm Coast, Florida 32137

8. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. MEETINGS BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in all regular and special meetings of the Board of Directors by means of Conference Telephone or similar communications equipment as provided by law.


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10. **INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner provided for in the by laws of this corporation.

11. **REMOVAL OF DIRECTORS:** At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of 75% of the shares then entitled to vote at an election of directors.

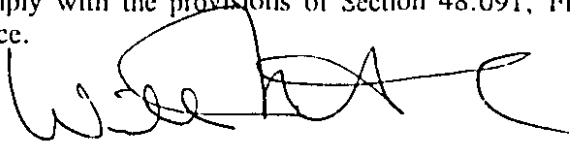
12. **INFORMAL ACTION OF DIRECTORS:** If all the directors severally, or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of August, 1995.

  
TIMOTHY J. GONNER, Incorporator

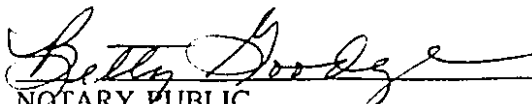
**ACCEPTANCE BY REGISTERED AGENT**

Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.

  
WILLIAM MANTESTA, Registered Agent

STATE OF FLORIDA    }  
COUNTY OF FLAGLER } }

The foregoing instrument was acknowledged before me this 4th day of August, 1995, by WILLIAM MANTESTA, who is personally known to me or who has produced current driver's license as identification and who did/did not take an oath

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

BETTY GOODGE  
(Please Print Name)

My Commission Expires:

4237-A01 804



OFFICIAL SEAL  
BETTY GOODGE  
My Commission Expires  
Sept. 8, 1996  
Comm. No. CC 226353



NOTARY PUBLIC  
BETTY GOODGE  
My Commission Expires  
Sept. 8, 1996  
Comm. No. CC 226353