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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE SERVICE COMPANY
DEPARTMENT OF STATE 149 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 W ABRAHAM STREET MIAMI FL 33135-3710
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(((H98000001779))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PHILLIPS PROPERTY SERVICE, INC.
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
PHILLIPS PROPERTY SERVICE, INC.**

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ARTICLE I

The name of this corporation is PHILLIPS PROPERTY SERVICE INC.

ARTICLE II

This corporation shall exist perpetually commencing on the date of execution and acknowledgement of these articles or if these articles should not be filed within five days of execution, then upon filing with the Secretary of State.

ARTICLE III

This corporation is organized for the purpose of engaging in all aspects of the real estate property management and related business and any other lawful business.

ARTICLE IV

This corporation is authorized to issue 300 shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V

Section 1. Dividends.

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of

R. KEITH ALLEN
6101 SW 76th Street
South Miami, FL 33143
(305) 661-2538
FBN:653802

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Record of the outstanding Common Shares shall be entitled to
pro rata distribution of the remaining assets.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power
for the election of directors and for all other purposes shall be
vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
this corporation of the same kind, class or series as that which he
already holds, shall have the right to purchase his pro rata share
thereof, (as nearly as may be done without issuance of fractional
shares) at the price at which it is offered to others.

ARTICLE VII - PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this
corporation is 6101 S.W. 76th Street, South Miami, Florida 33143
and the name of the initial registered agent of this corporation at
that address is R. KEITH ALLEN.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The
number of directors may be either increased or diminished from time
to time by the by-laws but shall never be less than one. The name
and address of the initial director of this corporation is:

Luis Capiro, President
8306 Mills Dr., Ste 576
Miami, Fl 33183

ARTICLE IX - INCORPORATORS

The names and address of the person signing these articles is:

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Luis Capiro
8306 Mills Drive Ste 576
Miami, FL 33183

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIV - DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XVI - TRANSFER OF SHARES

As a matter of election, these Articles of Incorporation do adopt the following provisions restricting the transfer of shares, and such provisions shall be printed or typewritten on each stock certificate issued by the corporation as follows:

These shares nor any part hereof shall be sold or otherwise transferred to any person other than the person to whom originally issued, his or her heirs, executors or administrators, unless first submitted to PHILLIPS Prop. Svc., Inc. for redemption at the then fair market value. In the event that the Company shall fail or refuse to redeem such shares within ninety days following the tender thereof to the Company, then and in that event, the person to whom such shares were originally issued shall be authorized to dispose of such shares or any part thereof in any manner permitted by law. No transfer or any shares shall be valid, however, unless entered in the records of the Company

The transfer of any shares of stock hereafter issued shall not be effective unless approved in writing by the stockholders.

ARTICLE XVII - AMENDMENT

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.

IN WITNESS WHEREOF, LUIS CAPIRO, as incorporator of this corporation, has executed these Articles of Incorporation this 21st day of January, 1996.

I, R. KEITH ALLEN, hereby accept my appointment as resident agent of this corporation.

Luis Capiro
LUIS CAPIRO

R. Keith Allen
R. KEITH ALLEN

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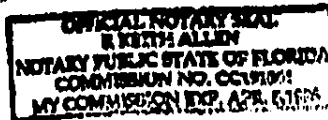
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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared
LUIS CAPIRO, known to me and known by me to be the incorporator
signing these Articles of Incorporation, and he stated that he
executed such Articles of Incorporation for the uses and purposes
therein expressed.

SWORN to and SUBSCRIBED before me this 29th day of JANUARY,
1996.

[Signature]
Notary Public, State of Florida



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