1/004

TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

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FROM: HOWARD C. STROSS, P.A.

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: PHS CORPORATION

FAX AUDIT NUMBER: H96000004466

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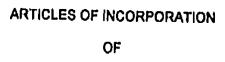
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PHS CORPORATION

ARTICLE I. NAME

The name of this corporation is PHS Corporation.

ARTICLE II. COMMENCEMENT AND DURATION

This corporation's existence shall commence on the date these Articles are filed.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue seven hundred fifty thousand (750,000) shares of common capital stock with a par value of \$0.01 per share.

Prepared by: Howard C. Stross, Esq. HOWARD C. STROSS, P.A. 34850 U.S. 19 North, Suits 307 Palm Harbor, Florida 34684 (613) 787-1088 FBN 0457914 Fax Audit #H96000004466

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's initial Board of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS OF THE CORPORATION

The address of this corporation's initial registered office and the corporation's mailing address is: 4703 Devonshire Boulevard, Palm Harbor, Florida 34685.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Pameia J. Stross.

ARTICLE VIII. INCORPORATOR

The name and address of this corporation's incorporator is:

Pamela J. Stross, 4703 Devonshire Boulevard, Palm Harbor, Florida 34685.

Fax Audit #H96000004466

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

The undersigned has executed these Articles of Incorporation on this 222 day of March, 1996.

Pamela J. Stross

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for PHS CORPORATION., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of PHS CORPORATION. I am familiar with and accept the obligations provided for under Florida law.

Pamela J. Stross Registered Agent

Dated_ March 27, 1996