

P96000039862

M&M  
McCRARY & MOSLEY  
A PROFESSIONAL ASSOCIATION

MAGNOLIA QUARTERS • 17 EAST ROBINS • N STREET • SUITE 211 • ORLANDO, FLORIDA 32801 • 407/649-7111 • FAX 407/649-7127

MIAMI  
5800 BISCAYNE BLVD  
SUITE 500  
MIAMI, FLORIDA 33147  
407/576-1505  
FAX 407/576-1500

JENNIFER McCRARY, JR.  
DEAN E. MOSLEY  
ISABELLE McCRARY  
PAMELA GARDEN MOSLEY  
OMETRIAS DEON LONG  
THOMAS E. PRYOR, JR.

\* ADM. MARYLAND BAR  
\* REGISTERED AGENT  
\* LICENSED PHARMACEUTICAL  
\* ADM. SOUTH CAROLINA BAR

WESTSIDE  
1901 COLLEMBIA STREET  
SUITE 500  
ORLANDO, FLORIDA 32801  
407/927-6444  
FAX 407/927-2883

PLEASE REPLY TO

Magnolia Quarters Office  
April 24, 1996

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
409 E. Gaines Street  
P.O. Box 6327  
Tallahassee, Florida 32314

000001807080  
-05/03/96--01075--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: PHW & ASSOCIATES, INC.

Dear Sir or Madam:

Enclosed herewith for filing is an original and one copy of the Articles of Incorporation for the PHW & ASSOCIATES, INC., together with a check for the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) to cover the filing fee, costs of a certified copy and the registered agent designation fee. Kindly return a certified copy of the Articles to me at your earliest convenience.

Sincerely,

*Ometrias Deon Long*  
OMETRIAS DEON LONG

ODL\th

56 MAY -3 AM 11:24  
FBI - MIAMI  
RECEIVED  
FBI - MIAMI

63 5/9/96

**ARTICLES OF INCORPORATION**

**OF**

**PHW & ASSOCIATES, INC.**

FILED  
MAY - 3 1966  
TALLAHASSEE, FLA.

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. - NAME OF CORPORATION**

The name of the corporation shall be PHW & ASSOCIATES, INC.

**ARTICLE II. - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

**ARTICLE IV - CAPITAL STOCK**

The total number of shares which the corporation shall have authority to issue is Fifteen Thousand (15,000) shares, of which Seven Thousand Five Hundred (7,500) shares shall be preferred stock, one dollar (\$1.00) par value per share, and Seven Thousand Five Hundred (7,500) shares shall be common stock, one dollar (\$1.00) par value per share.

The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article IV, to provide for the issuance of the shares of preferred stock in series, and by an article of amendment pursuant to the applicable laws of the State of Florida, to establish from the time to time the number of shares to be included in each such series and the voting powers thereof, full or limited, and to determine the designation preferences, limitations and relative rights of the shares of each

such series and the qualifications, limitations and restrictions thereof.

**ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 47 East Robinson Street, Suite 211, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is Ometrias Deon Long.

**ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Ometrias Deon Long	McCrory & Mosley 47 East Robinson Street Suite 211 Orlando, Florida 32801

**ARTICLE VII - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

**ARTICLE VIII - PRINCIPAL OFFICER; MAILING ADDRESS**

The mailing address and location of the principal office of the corporation is 2500 Howell Branch Road, Apartment #232, Winter Park, Florida 32792. The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IX - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

**ARTICLE X - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights wherein each holder of any of the shares of the capital stock of the corporation shall be entitled to a preemptive right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of any class, whether said unissued stock shall be issued for cash, property, or any other lawful

consideration, and, without limitation of the foregoing, shall have such a preemptive right with respect to shares or other securities offered for sale if they (a) are issued or optioned by the board of directors to effect a merger of consolidation or for a consideration other than cash; and (b) are part of the shares or other securities of the corporation originally authorized in its certificate of incorporation in excess of the first three thousand (3000) shares which are issued, and are issued, sold or optioned within five years from the date of filing said articles for incorporation.

#### ARTICLE XI - CUMULATIVE VOTING

Subject to the rights of holders of any outstanding preferred stock, all rights to vote and all voting power shall be vested in the common stock and every holder of common stock of the corporation shall be entitled at all elections of directors to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and such holder may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any or more of them as he may see fit, and to one vote for each share upon all other matters.

#### ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 18th day of April, 1996.

  
Ometrias Deon Long, Incorporator

25 MAY - 9 7:11 PM '96

ACKNOWLEDGMENT

STATE OF FLORIDA

SS.

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by Ometrias Deon Long, who is personally known to me, this 26th day of April, 1996.



THOMAS E. PRYOR JR.  
My Commission CC443886  
Expires Mar. 08, 1999  
Bonded by HAI  
800-422-1666

Thomas E. Pryor Jr.  
NOTARY PUBLIC- State of Florida  
At Large

Thomas E. Pryor, Jr.  
Printed Name:

My Commission Expires:

CC 443886

ACCEPTANCE BY REGISTERED AGENT

The undersigned Ometrias Deon Long, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Section 607.0505 of the Florida Business Corporation Act.

Ometrias Deon Long  
Ometrias Deon Long