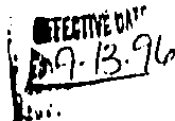


P96000077141

Sandara Mortham
Secretary of State
Division of Incorporation
P.O. Box 6327
Tallahassee, FL 32314

600001934236
-08/28/96--01046--018
***122.50 ***122.50

RE: PHAQ, Inc.



Dear Ms. Mortham:

Enclosed are the original and one copy of the Articles of Incorporation for filing on behalf of the subject Corporation. We are requesting an actual date of incorporation to be September 13, 1996. My check for the filing fees and certification charges is enclosed in the amount of \$122.50.

Please file the Articles and send the certified copy of the incorporation certificate to me at:

1224 10th St. SW

Largo, FL 33770

941-813-585-8682

This is both my home and business address.

Thank you very much.

Sincerely,

Steven J. Heisner

Enclosures

FILED
SEP 13 1996
TALLAHASSEE, FL

W-18336
KR 9.3

Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

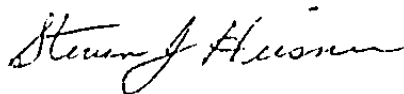
Re: document #W96000018336

Attention: Kimberly Rolfe, Document Specialist

In reference to your letter indicating a similar name to my Corporation request, you indicate that a Mr. Fred A. Collins has used his initials FAC to incorporate himself. I wish to point out that the name I wish to use, as indicated in my resubmission of the articles, is PHAQ (pronounced Fa-Koo). I feel that the difference in spelling and the difference in pronunciation is more than sufficient to warrant consideration as a unique corporate name. I would appreciate your further consideration of this matter. If you still wish to maintain the position that there is too much similarity between the two, then I would appreciate you supplying me with any and all information needed to appeal your decision to a higher authority.

Thank you for your prompt attention to this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Steven J. Heisner".

Steven J. Heisner



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 3, 1996

STEVEN J. HEISNER
1224 10TH STREET SW
LARGO, FL 33770

SUBJECT: PHAQ, INC.
Ref. Number: W96000018336

We have received your document for PHAQ, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 396A00041161

EFFECTIVE IN
213 916

ARTICLES OF INCORPORATION
OF
PHAQ, INC.

FILED
JAN 15 1980
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DALLAS
STATE OF TEXAS

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be PHAQ, INC.

ARTICLE II

Business and Purpose

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage in the business of providing housing to the general public;
- (b) to engage in such real estate activity as acquisition, leasing, and sales;
- (b) to acquire assets necessary for the rendering of the above professional services; and
- (c) to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the shareholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1224 10th Street SW, Largo, Florida 33770, telephone (813) 585-8682, and the initial registered agent shall be Steven J. Heisner. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law. This is also the corporate address.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the shareholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one member. The name, address and telephone number of the initial director is:

Steven J. Heisner
1224 10th Street SW
Largo, Florida 33770
(813) 585-8682

ARTICLE VIII

Incorporators

The name, address, and telephone number of the incorporator making these Articles of Incorporation is:

Steven J. Heisner
1224 10th Street SW
Largo, Florida 33770
(813) 585-8682

ARTICLE IX

Bylaws

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the shareholders entitled to vote, or a new bylaw in lieu of another bylaw may be adopted by vote of the shareholders. No bylaw which has been altered, amended or adopted by such a vote of the shareholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such shareholders.

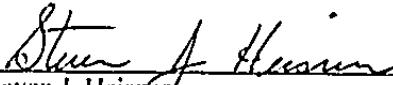
The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

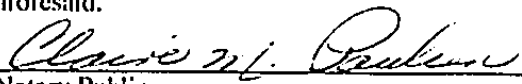
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles for the uses and purposes therein stated.

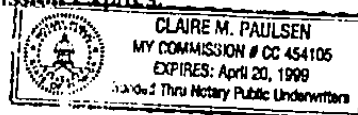

Steven J. Heisner

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, the undersigned authority, on this 26th day of August, 1996, personally appeared Steven J. Heisner to me known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public
My Commission Expires:

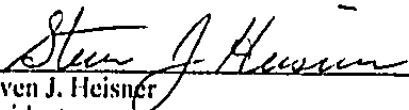


ACCEPTANCE OF REGISTERED AGENT

I, Steven J. Heisner, hereby accept the office of Registered Agent of PHAQ, INC., at the following business address:

1224 10th Street SW
Largo, Florida 33770

Dated this 26th day of August, 1996.



Steven J. Heisner
President

FILED

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