

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

~~21584~~

REQUEST TAKEN CONFIRMED APPROVED

DATE 10/11

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN 10.00 *WZ* *AB* 10/17  
 WIN Pick Up

RE: *Phillips Consulting Group, Inc.*

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S:		
Fictitious Name File		
Name Reservation		
Annual Report/Restatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

## SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 15 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

FILED  
 95 OCT 17 AM 10:12  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 RECEIVED  
 95 OCT 11 AM 10:21  
 DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
96 OCT 16 AM 9:58  
DIVISION OF CORPORATION

October 11, 1996

CAPITAL CONNECTION, INC.  
P.O. BOX 10349  
TALLAHASSEE, FL 32301

SUBJECT: PHILLIPS CONSULTING GROUP, INC.  
Ref. Number: W96000021584

In reviewing our records, we note there is a(n) PHILLIPS CONSULTING GROUP, INC., Document number H77022, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfilled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$1236.25, therefore, there is a balance of \$1113.75 due. Add an additional \$8.75 for each certificate of status requested.

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) 487-6926.

Teresa Brown  
Corporate Specialist

Letter Number: 096A00046387

*corrected!*



RECEIVED  
OCT 16 PM 3:57  
FLORIDA DEPARTMENT OF STATE

Sandra B. Morham  
Secretary of State

October 16, 1996

CAPITAL CONNECTION, INC.  
P.O. BOX 10349  
TALLAHASSEE, FL 32301

SUBJECT: PHILLIPS GROUP, INC.  
Ref. Number: W96000021584

We have received your document for PHILLIPS GROUP, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6926.

Teresa Brown  
Corporate Specialist

Letter Number: 096A00047518

*corrected!*

**ARTICLES OF INCORPORATION  
OF  
PHILLIPS CONSULTING, INC.**

FILED  
96 OCT 17 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I. NAME AND ADDRESS:** The name and address of the corporation is: PHILLIPS CONSULTING, INC., 1120C Beville Road, Daytona Beach, Florida 32114.

**ARTICLE II. TERM OF EXISTENCE:** The period of its duration is perpetual.

**ARTICLE III. GENERAL NATURE OF BUSINESS:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV. CAPITAL STOCK:** The corporation shall have authority to issue 100 shares, Common Stock, at \$1.00 par value.

**ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE:** The address of the initial registered office is: 1120C Beville Road, Daytona Beach, Florida 32114 and the name of the initial registered agent at said address is: Ellen G. Spradley.

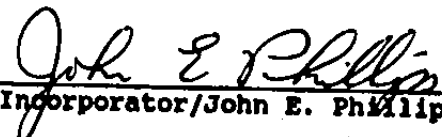
**ARTICLE VI. MANAGEMENT BY SHAREHOLDERS:** The business of this corporation shall be managed by its shareholders rather than by a Board of Directors. The shareholders reserve unto themselves the power to adopt, alter, amend, or repeal the by-laws of this

corporation. In the management of the business of the corporation, the act of the shareholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders. Each shareholder shall be entitled to one vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

**ARTICLE VII. INCORPORATORS:** The name and address of the incorporator is: John E. Phillips  
59 Meadowbreeze Drive  
Kanata, ON Canada K2M2L7

**ARTICLE VIII. AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law and approved by the shareholders by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of September, 1996.

  
Incorporator/John E. Phillips

PROVINCE OF ONTARIO, CANADA

The foregoing instrument was acknowledged before me this 29 day of September, 1996 by John E. Phillips, who is personally known to me or who has produced a Canadian Driver's License as identification.

NOTARY PUBLIC:

Sign Michael Shreeve

Notary Public at Large

The undersigned, having been named to accept service of process for the above stated corporation, at the place designated in Article V of the Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.

Ellen G. Spradley  
Ellen G. Spradley