networks

96 DEC -9 PH 3:49

PRENTICE HALL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

SECRETALO DE STATE TALLAHASSEE, FLORIDA

REFERENCE :

179604

4369500

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: December 6, 1996

ORDER TIME: 5:0 PM

ORDER NO. : 179604-005

CUSTOMER NO:

4369500

600002023186--0

CUSTOMER: Judy Diamond, Legal Assistant

MCDERMOTT, WILL & EMERY

W96-25803

201 South Biscayne Boulevard

22nd Floor

Miami, FL 33131-4335

DOMESTIC FILING

NAME:

PH II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

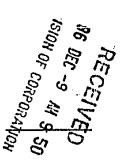
XX____ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:



2:10:00

Persian Half Legal and Favorial Services n a trademark of Prenties Hall Inc. and is knowed to CSC Networks



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 9, 1996

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301-2607

SUBJECT: PH II, INC.

Ref. Number: W96000025803

We have received your document for PH II, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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) 487-6927.

Kathy Hyman Document Specialist

Letter Number: 496A00055051

RESUBMIT

Please give original submission date as file date.

ARTICLES OF INCORPORATION

96 DEC -9 PH 3: 49
SECRETAIN JATE
TALLAHASSEE, FLORIDA

OF

PH III, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PH III, INC.

The address of the principal office of this corporation shall be 1615 South Congress Avenue, Suite 200, Delray Beach, Florida 33444, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert Totte Director 1615 South Congress Avenue, Suite 200 Delray Beach, Florida 33444

ARTICLE VII. INCORPORATOR

The name and street address of the incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on December 6, 1996.

It's Agent, Deborah D. Skipper Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deliviar 10 Skyppe

It's Agent, Deborah D. Skipper Authorized Service Representative Corporation Service Company