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FLORIDA DIVISION OF CORPORATIONS  
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((H96000017460 2))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839 FAX #: (305)716-0346  
NAME: PHILLIPS MARKETING GROUP, INC.  
AUDIT NUMBER.....H96000017460  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 3  
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NO.116 002

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**ARTICLES OF INCORPORATION**

**OF**

**PHILLIPS MARKETING GROUP, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: **PHILLIPS MARKETING GROUP, INC.**

The principal place of business of this corporation shall be: **11260 S.W. 156th Ave.  
Miami, Fl 33196**

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: **1,000 Shares at \$1.00 Par Value.**

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

**PRESIDENT/SECRETARY: Kevin M. Phillips 50% Of the Shares  
11260 S.W. 156th Ave.  
Miami, Fl 33196**

**V/PRESIDENT-TREASURER: Susana M. Phillips 50% Of the Shares  
11260 S.W. 156th Ave.  
Miami, Fl 33196**

**Prepared by: Susana M. Phillips  
11260 S.W. 156th Ave.  
Miami, Fl 33196  
(305) 385-2906**

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**ARTICLE VI INCORPORATOR(S)**


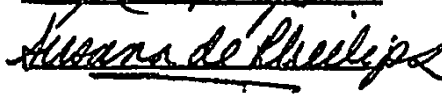
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Kevin M. Phillips 11260 S.W. 156th Ave.  
Miami, Fl 33196

Susana M. Phillips 11260 S.W. 156th Ave.  
Miami, Fl 33196

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 11th day of December, 1996.

Signature(s) of Incorporator(s)

  
  
\_\_\_\_\_

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation \_\_\_\_\_

PHILLIPS MARKETING GROUP, INC.

2. The name and address of the registered agent and office is:

Susana M. Phillips 11260 S.W. 156th Ave.

(P.O. BOX NOT ACCEPTABLE)

Miami, Fl 33196

(CITY/STATE/ZIP)

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(corporate officer)

TITLE PRESIDENT

DATE 12/11/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE \_\_\_\_\_

DATE 12/11/96

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