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December 10, 1996

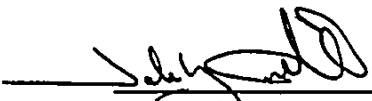
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-12/27/96--01010--012
****122.50 ****122.50

Subject: PHOEBE, INC.

Enclosed is an original and one copy of the Articles of
Incorporation, a designation of registered agent, and a check for
\$122.50, broken down as follows:

Filing of New Corporation:	\$ 35.00
Registered Agent Designation:	\$ 35.00
Certified Copy of Articles of Incorporation:	<u>\$ 52.50</u>


DALE CRABILL
Registered Agent
7944 10th Ave. So.
St. Petersburg, FL 33707

FILED
96 DEC 26 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-27
KR

**ARTICLES OF INCORPORATION
OF
PHOEBE, INC.**

FILED
96 DEC 26 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as an incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name and address of the corporation is:

PHOEBE, INC.
7944 10th Avenue South
St. Petersburg, Florida 33707

ARTICLE II

The corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

The period of duration of the corporation is perpetual.

ARTICLE V

The name and address in this state of the corporation's initial agent for service of process is:

DALE CRABILL
7944 10th Avenue South
St. Petersburg, Florida 33707

ARTICLE VI

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

The Incorporators, DALE CRABILL and BHULA D. DIAH, shall be equal partners in this corporation, with equal shares of stock, and the partnership cannot be dissolved in any way, nor stock sold, without the consent of both parties. Should either party want to sell his share of the corporation and sever his relationship with the corporation, the other party will have first right to buy out his share of the corporation, including his stock, before offering same to an outside party.

ARTICLE VII

The names and addresses of the Directors of this Corporation are:

DALE CRABILL
7944 10th Avenue South
St. Petersburg, Florida 33707

BHULA D. DIAH
2327 Desoto Way South
St. Petersburg, Florida 33712

ARTICLE VIII

The names and addresses of the Incorporators signing these Articles are:

DALE CRABILL
7944 10th Avenue South
St. Petersburg, Florida 33707

BHULA D. DIAH
2327 Desoto Way South
St. Petersburg, Florida 33712

ARTICLE IX

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them at the shareholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the shareholders.

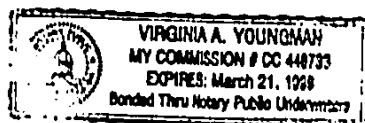
IN WITNESS WHEREOF, THE UNDERSIGNED does set his hand and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 17 day of December, 1996.


DALE CRABILL

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared DALE CRABILL, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same of the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 17th day of December, 1996.




NOTARY PUBLIC
STATE OF FLORIDA

IN WITNESS WHEREOF, THE UNDERSIGNED does set his hand and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 12 day of December, 1996.

Bhula D. Diah

BHULA D. DIAH

STATE OF FLORIDA
COUNTY OF PINELLAS

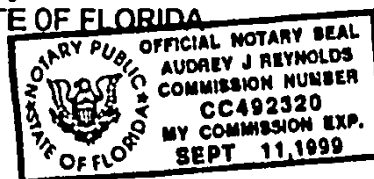
Before me, the undersigned authority, personally appeared BHULA D. DIAH, who is to me well known to be the person described in and subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 12 day of December, 1996.

Audrey J Reynolds

Notary Public

STATE OF FLORIDA



**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Chapter 48, Florida Statutes, the following is submitted, in compliance with said act:

PHOEBE, INC. desiring to organize as a corporation under the laws of the State of Florida with its registered office at 7944 10th Avenue South, St. Petersburg, Florida 33707, has named DALE CRABILL located at the above registered office as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said offices.

BY: 

DALE CRABILL
Registered Agent

DATE: 12/17/06

FILED
96 DEC 26 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA