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FILED

Accounting Services, Inc.

97 MAR -6 AM 9:55

Joel W. Hersch, E.A.
Licensed to Practice Before I.R.S.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Member
Florida Society of Enrolled Agents
National Association of Enrolled Agents

February 24, 1997

Florida Dept. Of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

Re: Phinisey Enterprises Inc.

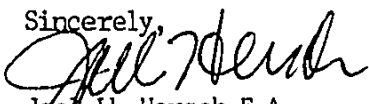
Dear Sir:

Enclosed are the Articles of Incorporation for the subject corporation and a check in the amount of \$ 122.50 which will cover the following:

Filing Fee	35.00
Registered Agent	35.00
Certified Copy	52.50

We would appreciate your filing the Articles, certifying them as the Articles of Incorporation and returning them to us.

Sincerely,


Joel W. Hersch E.A.
Accounting Services, Inc.

JWH/pkh



ARTICLES OF INCORPORATION
OF
Phinisey Enterprises Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges, and files the following Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the corporation is: Phinisey Enterprises Inc.

ARTICLE II
DURATION OF CORPORATION

The corporation will have perpetual existence.

ARTICLE III
PURPOSE OF THE CORPORATION

This corporation is initially organized for the purpose of conducting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act presently known as Chapter 607, Florida Statutes.

ARTICLE IV
AUTHORIZED SHARES

NUMBER AUTHORIZED

This corporation is authorized to have 1,000 shares of common stock at a par value of \$1.00 per share.

PAYMENT FOR SHARES

All or any part of the authorized capital stock may be paid for in:

1. cash,
2. services actually performed for the corporation, or
3. property

at a just value to be determined by the Board of Directors at any regular or special meeting.

ARTICLE V
CORPORATE ADDRESSES

CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of the corporation is:

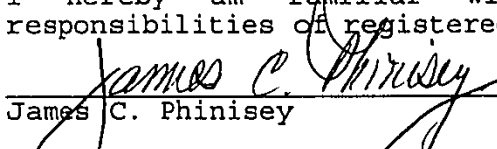
2451 McMullen Booth Road, Suite 249
Clearwater, Florida 34619

The Board of Directors may move the principal office to any other address in Florida.

REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:
James C. Phinisey, 2451 McMullen Booth Rd., Suite 249 Clearwater, Florida 34619

I hereby am familiar with and accept the duties and responsibilities of registered agent for said corporation.


James C. Phinisey

The Board of Directors may change the Registered Agent by designation filed in the office of the Secretary of State, State of Florida.

INCORPORATOR

The name and address of the incorporator is:

James C. Phinisey
2451 McMullen Booth Rd. Suite 249
Clearwater, Florida 34619

ARTICLE VI
BOARD OF DIRECTORS

The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The number of directors consisting of the initial Board of Directors is 1, and the names and addresses of the persons who are to serve on the initial Board of Directors include:

James C. Phinisey 2451 McMullen Booth Rd Suite 249 Clearwater, Fla 34619

ARTICLE VII
SUBCHAPTER S ELECTION

This corporation and its stockholders are authorized to select treatment for Federal Taxation purposes under Sub-Chapter (S) and Section 1244 of the Internal Revenue Code of 1986, as amended, and such other laws and Rules and Regulations as they deem necessary or desirable.

ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner prescribed by law. Each Amendment will be submitted to the Board of Directors and approved by them, then proposed by the Board of Directors to the stockholders, and approved by the stockholders by a majority vote. All Directors and all stockholders may sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation will be made, to signify approval by the Board of Directors and by the stockholders of the proposed amendment.

ARTICLE IX
STOCKHOLDER AGREEMENTS

A stockholder may enter into an agreement with:

1. another stockholder,
2. third persons, or
3. the corporation

to restrict or change the rights of that stockholder to sell, assign, transfer, mortgage or pledge shares held by the stockholder if:

- a. a copy of the agreement is filed with the corporation and
- b. an officer of the corporation endorses the agreement.

If the above conditions have been met, the shares will not be transferred on the books of the corporation unless that transfer is in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock will be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE X
STOCKHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Statutes and the Bylaws.

ARTICLE XI
CUMULATIVE STOCKHOLDER VOTING

In any election of directors by the stockholders, each stockholder of record entitled to vote will have the rights to cumulate his shares and to give one candidate as many votes as is equal to the number of shares owned by such stockholder, or to distribute them on the same principal among as many candidates as he sees fit. This right to vote cumulatively will not be restricted or qualified by any provision in the Bylaws of this corporation.

ARTICLE XII
STOCKHOLDER FIRST RIGHT OF REFUSAL ON NEW STOCK ISSUANCE

Each stockholder of this corporation will have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right is deemed waived by any stockholder who does not exercise it and pay for the shares preempted within 30 days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his right. The notice will state prices, terms, and conditions of the issue of the shares and invite each stockholder to exercise their preemptive rights. This right may also be waived by affirmative written waiver submitted by the stockholder to the corporation within 30 days of receipt of notice from the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporating person has set his hand and seal this day of , 19 , for the purpose of forming this corporation under the Laws of the State of Florida, and he hereby makes and files in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certifies that the facts stated herein are true.

Witness

presence of:

Kamau C. Phiri
Incorporator

Incorporator

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared _____, known to me to be the person described above and who is the incorporator, executed the foregoing Articles of Incorporation and acknowledged before me that he executed this document for the purposes set forth herein.

WITNESS my hand and official seal in the County and State last
aforesaid this 11th day of March, 1997.

aforesaid this 27th day
Shyles K. Hersch
 NOTARY PUBLIC
 State of Florida at Large
 My commission expires:

