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SARAH L. CORBETT, ACCOUNTANT
1517 SUNNYHILLS DRIVE
BRANDON, FLORIDA 33510
(813) 643-9143

April 1, 1997

Secretary of State of Florida
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

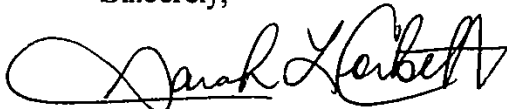
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Dear Sir:

Please find enclosed the Article of Incorporation for Philips-Green, Inc. and a check in the amount of \$122.00.

If there are any questions please do not hesitate to contact me at the above address.

Sincerely,



Sarah L. Corbett, Accountant

FILED
97 APR 14 PM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-15-97
JB

ARTICLES OF INCORPORATION

OF

PHILLIPS-GREEN, INC.

The undersigned subscribes to the articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: Phillips-Green, Inc.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, kind, and description; exception that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is two hundred thousand (200,000) shares with par value of one dollar (\$1.00) each; a total of two hundred thousand (\$200,000).

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Ten Thousand Dollars (\$10,000).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 7609 North 56th Street, Tampa, Florida 33617. The board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

DIRECTORS

This corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors is:

NAME	ADDRESS
ADA PHLLIPS	9767 FOX HOLLOW RD., TAMPA, FL 33467
E. ANDRE GREEN	9767 FOX HOLLOW RD., TAMPA, FL 33467

ARTICLE IX

The names and addresses of the officers of this corporation is as follows:

NAME	ADDRESS	OFFICE
ADA PHILLIPS	9767 FOX HOLLOW RD TAMPA, FL 33647	PRESIDENT/ TREASURER
E. ANDRE GREEN	9767 FOX HOLLOW RD TAMPA, FL 33647	VICE PRESIDENT/ SECRETARY

ARTICLE X

The names and addresses of each subscriber of these articles of incorporation, the number of shares of stock and the value of the consideration therefore is:

NAME	ADDRESS	SHARES	CONSIDERATION
ADA PHILLIPS	9767 FOX HOLLOW RD., TAMPA, FL 33647	6,500	5,000
E. ANDRE GREEN	9767 FOX HOLLOW RD., TAMPA, FL 33647	3,500	3,500

ARTICLE XI

ADMENDENT

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 to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.


ADA PHILLIPS


E. ANDRE GREEN

ARTICLE XIII

REGISTERED AGENT

The registered agent for this corporation is ADA PHILLIPS, 9767 FOX HOLLOW RD., TAMPA, FLORIDA 33647.

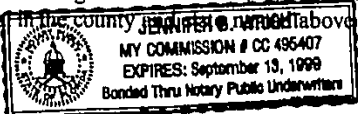

ADA PHILLIPS

STATE OF FLORIDA)

)ss.

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgment, personally appeared ADA PHILLIPS and E. ANDRE GREEN, to me know to be the persons described in and who executed the foregoing articles of incorporation, and acknowledge before me that they subscribed to those articles of incorporation. Witness my hand and official seal in the county of Hillsborough, State of Florida, on this 1 day of April, 1997.



Jennifer Wright
NOTARY

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED. In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First—That PHILLIPS-GREEN, INC., with its principal office as indicated in the articles of incorporation at Tampa, County of Hillsborough, State of Florida has named ADA PHILLIPS 9767 FOX HOLLOW RD., TAMPA, FLORIDA 33647, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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

By *Ada Phillips*
ADA PHILLIPS
(REGISTERED AGENT)