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9/03/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000014545 2))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: PHASYS, INC.
AUDIT NUMBER.....H97000014545
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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ARTICLES OF INCORPORATION

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DIVISION OF CORPORATIONS
91 SEP - 3 AM 1:25

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

ARTICLE I

The initial name and address of this corporation shall be:

Phasys, Inc.
830 Wren Avenue
Miami Springs, Fl 33166

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
500	\$1.00	Common

ARTICLE IV

The name and address of the initial registered agent is:

Nera Crespo
3150 NW 99 Place
Miami, FL 33172

Prepared by:
Nera Crespo
3150 N.W. 99th Pl
Miami, Fl 33172
(305) 717-3162

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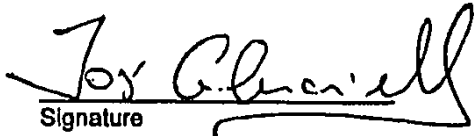
ARTICLE V

The name and street address of the incorporator to this Articles of Incorporation is:

Jose Colucciello - President

830 Wren Avenue
Miami Springs, FL 33166

The undersigned incorporator have executed these Articles of Incorporation
this 21 day of August, 1997.


Signature

H97000014545

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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 is: Phasys, Inc.

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

Nereia Crespo
(Name)
3150 NW 99 Place
(P.O. Box not acceptable)
Miami, FL 33172
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Nereia Crespo
(Signature)