

TRANSMITTAL LETTER

P970000 85066

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

SUBJECT: PHP, Inc.

I enclose an original copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

SIGNED: 

From:

Melrose Accounting & Tax Service, Inc.
Name

P.O. Box 1430
Address

Melrose, Fl. 32666
City, State, Zip

(904) 720-0240
Telephone Number

100002308381 --- 8
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*****78.75 *****78.75

FILED
97 OCT -1 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/2/97-T47

September 29, 1997

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

Dear Sirs :

Upon the acceptance of PHP, Inc. as a corporation in the state of Florida, we request a copy of the certificate of status for the corporation. Please include it with the corporate acceptance letter.

Thank You,

PHP, Inc.

ARTICLES OF INCORPORATION

OF
PHP, INC.

ARTICLE I
NAME

The name of the corporation shall be: PHP, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3052 Highway 17 Green Cove Springs, Fl. 32043

ARTICLE III
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100.

ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

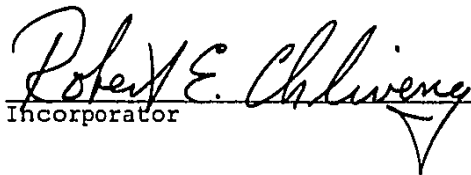
The name and address of the initial registered agent is:
Robert E. Chliveny
5106 110th St.
Jacksonville, Florida 32244.

ARTICLE V
INCORPORATOR

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

Robert E. Chliveny
5106 110th St.
Jacksonville, Florida 32244

The undersigned has executed these Articles of Incorporation this 29th day of September 1997.


Incorporator

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

PHP, Inc.

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

Robert E. Chliveny

5106 110th St.

Jacksonville, Fl. 32244

Signature: _____

Robert E. Chliveny

Title: President

Date: September 29, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Signature: _____

Robert E. Chliveny

Date: September 29, 1997