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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

PHB Consulting Inc.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF INCORPORATION
OF

PHB CONSULTING, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as the incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

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ARTICLE I

The name of the corporation ("Corporation") is PHB CONSULTING, INC.

ARTICLE II

The existence of the corporation shall begin on the date of its incorporation by the State of Florida.

ARTICLE III

The post office address of the principal office of the Corporation is P. O. Box 33209, Palm Beach Gardens, Florida 33420.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Hundred (100), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is Suite 801, 5355 Town Center Road, Boca Raton, Florida 33486. The initial registered agent for the Corporation at that address is Marian Pearlman Nease.

ARTICLE VI

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors are:

Name	Address
Henri Bayard	P.O. Box 33209 Palm Beach Garden, FL 33420

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Marian Pearlman Nease	5355 Town Center Road Suite 801 Boca Raton, Florida 33486

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 6th day of March, 1998.

Marian Pearlman Nease
Name: Marian Pearlman Nease

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PHB CONSULTING, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Marian Pearlman Nease
Name: Marian Pearlman Nease

Date: March 6, 1998

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