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3/20/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000005436 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: PHILBAR CORP.

AUDIT NUMBER.....H98000005436

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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304)922-3709

(904)922-3709
03/20/98 10:50 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1998

FAS-T CORP AGENTS INC

SUBJECT: PHILBAR CORP
REF: W98000006237

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

Article 8 states there will be 2 director(s), whereas 1 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000005436
Letter Number: 698A00015105

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**ARTICLES OF INCORPORATION
OF
PHILBAR CORP.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is:

PHILBAR CORP.

ARTICLE II. DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of COMMON STOCK, with a par value of TEN (\$10.00) dollars each.

ARTICLE V. AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE THOUSAND (\$5,000.00) DOLLARS.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholders upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared By:
John Phillips-Cbhl
800 S.W. 104th Ct. #206
Miami, Fl. 33174
305-207-1046

ARTICLE VII. INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:

800 S.W. 104TH CT., #206, MIAMI, FL 33174

The name of the initial registered agent of this corporation is:

JOHN PHILLIPS-COHIL

The corporation principal office shall be:

800 S.W. 104TH CT., #206, MIAMI, FL 33174

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have (ONE) director(s), initially. The number of director(s) may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (1).

The name(s) and address (es) of the initial Board of Director(s) of this corporation is (are):

JOHN PHILLIPS-COHIL

800 S.W. 104TH CT., #206, MIAMI, FL 33174

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. INCORPORATORS

The name and address of the person(s) signing these Articles of Incorporation is (are):

JOHN PHILLIPS-COHIL

800 S.W. 104TH CT., #206, MIAMI, FL 33174

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IN WITNESS THEREOF, we, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set our hands and seal this 19TH day of MARCH, 1998.


JOHN PHILLIPS-COHIL


ANGELA M. PHILLIPS

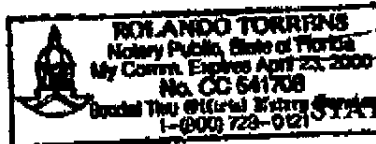
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

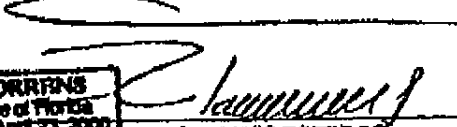
I HEREBY CERTIFY THAT on this day, before me a Notary Public duly authorized in the above mentioned State and County to take acknowledgments, personally appeared-----

-----JOHN PHILLIPS-COHIL and ANGELA M. PHILLIPS-----

to me well known and known to be the persons described in and who executed these foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hands and official seal in the City of Miami, County of Miami-Dade and State of Florida, this 19TH day of MARCH, 1998.




NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

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**CERTIFICATE DESIGNATING DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT WHO PROCESS MAY BE SERVED**

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That PHILBAR CORP.
qualified to do business under the laws of the State of Florida with its principal office at
800 S.W. 104TH CT., #206
City of MIAMI, County of MIAMI-DADE, State of Florida has appointed _____
JOHN PHILLIPS-COHL, 800 S.W. 104TH CT., #206
City of MIAMI, County of MIAMI-DADE, State of Florida, as its agent to accept
service of process within this State.

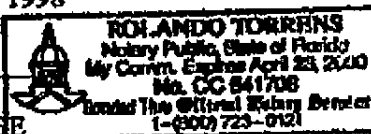
ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.


JOHN PHILLIPS-COHL

Sworn to and subscribed before me,
this 19TH day of MARCH, A.D. 1998


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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