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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPT of STATE

Division of Corporations

PO BOX 6327

Tallahassee, FL 32314

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Dear Sirs:

Enclosed please find forms for operating
as a professional services corporation. My
accountant tells me I need to get
A Federal tax number - please Advise
if there is anything further you need.

Thank you for your time -

Elu D. Phillips

F. CHESSE

SEP 16 1998

571 Ball St

New Smyrna Beach FL 32168

ARTICLES OF INCORPORATION OF ELLEN D. PHILLIPS, P.A.

The undersigned incorporator, licensed to practice the profession of law in the State of Florida, does hereby create a professional association in accordance with the Florida Professional Services Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is Ellen D. Phillips, P. A..

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 233 East Rich Ave, Deland, Florida 32724. The name and address of the initial registered agent of the corporation, located at that office, is Mary Ellen Ceely, Esq., 233 East Rich Ave, Deland, Florida, and 32724.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV

PURPOSE

The purpose of the corporation is to practice the profession of law, and engage in such ancillary investments and financial dealings as may be required to operate a law office for such purpose. The sole and exclusive professional service to be rendered by the corporation is the practice of law.

ARTICLE V

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is one hundred (100) shares. These shares shall be of a single class and have an initial value of \$.01 per share.

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ARTICLE VI

CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than one thousand dollars (\$1000).

ARTICLE VII

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional services corporations by the State of Florida.

ARTICLE VIII

INCORPORATORS

The sole initial incorporator of the corporation is Ellen D. Phillips, 511 Ball St, New Smyrna Beach, FL 32168, who is licensed to practice law in the State of Florida under Florida Bar number 296678.

ARTICLE IX

DIRECTORS

The corporation shall be managed by a board of directors, which may consist of a single director. The initial number of directors constituting the board shall be one, Ellen D. Phillips, 511 Ball St., New Smyrna Beach, Florida 32168. The initial director shall hold office until her successor(s) are elected and qualified as provided by the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set for in these articles as constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X

BYLAWS

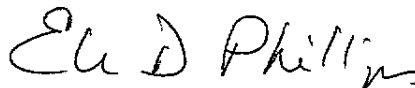
The initial director/shareholder shall hold a meeting within sixty (60) days following issuance of the Certificate of Incorporation, at which bylaws shall be adopted. Following the adoption of bylaws by affirmative vote of all shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws. The bylaws may be amended by an affirmative vote of the majority of the shareholders.

ARTICLE XI

DISSOLUTION

The corporation may be dissolved at any time by (1) unanimous written consent of the shareholders, or (2) affirmative vote of the holders of 51% or more of the outstanding shares of the corporation entitled to vote. Upon dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata in accordance with the number of shares held.

THE UNDERSIGNED incorporator has executed these Articles of Incorporation this 8th day of September 1998, in New Smyrna Beach, Florida.



ELLEN D. PHILLIPS

**CERTIFICATE OF DESIGNATION OF
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 **Ellen D. Phillips, P. A. .**
2. The name and address of the registered agent and office is:

Mary Ellen Ceely, Esq.
233 East Rich Ave
Deland, FL 32724

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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 then proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Mary Ellen Ceely, Esq.

9-8-98
(date)