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September 29, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

900002652519--7
-09/30/98-01064-002
*****70.00 *****70.00

Re: Phan Properties Corporation

Dear Sir/Madam:

Enclosed are an original and one copy of Articles of Incorporation of Phan Properties Corporation. Also enclosed is a check in the amount of \$70.00 to cover the cost of the filing fee. Please file the original and send me a conformed copy in the enclosed self-addressed stamped envelope.

Thank you for your assistance.

Sincerely,


Philip A. Diamond

PAD/cat
Enclosures
cc: Mr. David Phan

FILED
98 SEP 30 AM 8:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA

ORLANDO

PENSACOLA

TALLAHASSEE

WEST PALM BEACH

ST. PETERSBURG

MIAMI

**ARTICLES OF INCORPORATION
of
PHAN PROPERTIES CORPORATION**

ARTICLE I - NAME

The name of this corporation is Phan Properties Corporation.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized to engage in any and all lawful business.

ARTICLE IV - POWERS

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

A. This corporation is authorized to issue 1000 shares of \$.10 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL OFFICE/MAILING ADDRESS

The initial principal office of the corporation shall be:

11030 Einbender Road
Orlando, Florida 32825

The corporation's mailing address shall be:

11030 Einbender Road
Orlando, Florida 32825

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ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1112 East Colonial Drive, Orlando, Florida 32803 and the name of the initial registered agent of this corporation at that address is Dung Tien Phan.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Dung Tien Phan
11030 Einbender Road
Orlando, Florida 32825

ARTICLE IX - INCORPORATOR

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

Dung Tien Phan
11030 Einbender Road
Orlando, Florida 32825

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE XII - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of September, 1998.



Dung Tien Phan
Incorporator

ACCEPTANCE BY REGISTERED AGENT

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.



Dung Tien Phan
Date: 9/25/98

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