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NEW FILINGS	AMEND	MENTS		P
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NonProfit	Resignation	of R.A., Officer/Directo	or	
Limited Liability	Change of R	egistered Agent		_
Domestication	Dissolution/	Withdrawal		
Other	Merger			
OTHER FILINGS		TRATION/ FIGATION		
Annual Report	Foreign			
Fictitious Name	Limited Part	nership		
Name Reservation	<u> </u>	Reinstatement		. •
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Examiner's Initials

Other

Articles of Incorporation

1. The name of the corporation is:

Phead Corp.

2. The principal place of business and mailing address of the corporation is:

815 Eaton St., Key West, FL 33040

- 3. The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$ 0.0001.
- 4. The registered agent of the corporation is Robin Smith-Martin and the registered address is 815 Eaton St., Key West, FL 33040.
- 5. The initial Board of Directors shall have 1 member whose name and address is as follows: Robin Smith-Martin, 815 Eaton St., Key West, FL 33040.

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is Robin Smith-Martin whose address is 815 Eaton St., Key West, FL 33040.

Dated 11/18/98

Incorporator

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

Dated 11/18/98

Registered Agent