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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Phillip Investments, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
PHILLIP INVESTMENTS, INC., A FLORIDA CORPORATION**

ARTICLE I - NAME

The name of this Corporation is Phillip Investments, Inc., a Florida Corporation.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may only engage in the activity or business pertaining to the purchase, ownership, sale and management of real property and any personal property contained within said real property as is permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Two Thousand (2,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V - REGISTERED OFFICE AND
AGENT AND CORPORATE ADDRESS**

The name and street address of the initial registered office of this corporation is Jose A. Rodriguez, SunTrust Building, 777 Brickell Avenue, Suite 950, Miami, Florida 33131. The initial corporate address of this corporation is SunTrust Building, 777 Brickell Avenue, Suite 950, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. This Corporation shall have TWO (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than ONE (1). The election of Directors shall be done in accordance with the By-Laws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name and address of the initial Directors are:

Document Prepared By:
Jose A. Rodriguez
777 Brickell Avenue, Suite 950
Miami, Florida 33131
Tel. (305) 377-1218 Fax (305) 358-7601

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TALLAHASSEE, FLORIDA

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NAME

ADDRESS

Jose A. Rodriguez

SunTrust Building
777 Brickell Avenue
Suite 950
Miami, Florida 33131

Richard A. Boucher

SunTrust Building
777 Brickell Avenue
Suite 950
Miami, Florida 33131

ARTICLE VII - BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s) as permitted by the By-Laws.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The person signing these articles is Jose A. Rodriguez whose address is SunTrust Building, 777 Brickell Avenue, Suite 950, Miami, Florida 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 13th day of January, 1999.

Document Prepared By:
Jose A. Rodriguez
777 Brickell Avenue, Suite 950
Miami, Florida 33131
Tel. (305) 377-1218 Fax (305) 358-7601


Jose A. Rodriguez

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**CORPORATION:
PHILLIP INVESTMENTS, INC.**

REGISTERED AGENT:

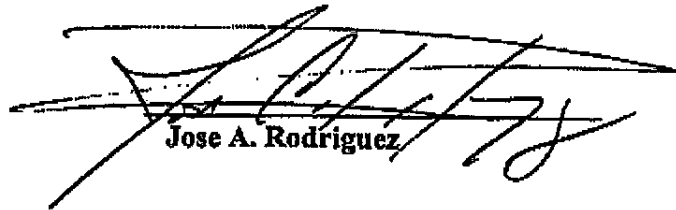
JOSE A. RODRIGUEZ
SUNTRUST BUILDING
777 BRICKELL AVENUE
SUITE 950
MIAMI, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 13th day of January, 1999.


Jose A. Rodriguez

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