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Attorneys and Counselors at Law

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P990000006064

January 12, 1999

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32301

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-01/15/99-01072-021

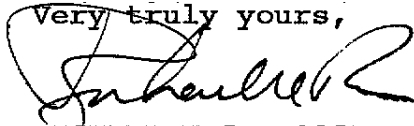
*****70.00 *****70.00

Dear Clerk:

Re: PHILTON, INC.

Enclosed for filing are the original and one copy of the Articles of Incorporation of the above-named corporation and a check in the amount of \$70.00 to cover the fee.

Very truly yours,



RICHARD V.S. ROOSA

RVSR/m

Enc.

C: Mrs. Phyllis A. Benton

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is PHILTON, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 1714 Cape Coral Parkway, Cape Coral, Florida 33904, and the name of its initial registered agent at such address, is Richard V.S. Roosa. The principal address and registered office address are the same.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

| NAME | ADDRESS |
|-------------------|-----------------------------------------------------------------|
| PHYLLIS A. BENTON | 1311 S.W. 27 th Terrace Cape Coral, Florida 33914 |

ARTICLE SEVEN

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in

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TALLAHASSEE, FLORIDA

connection with or arising out of any claim demand, action, suit, or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation.

ARTICLE EIGHT

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in a any other manner permitted by law.

ARTICLE NINE

The name and address of the incorporator is:

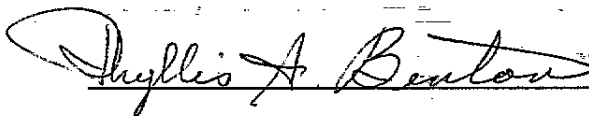
NAME

ADDRESS

PHYLLIS A. BENTON

1311 S.W. 27th Terrace
Cape Coral, Florida 33914

Executed by the undersigned at Cape Coral, Florida on
January 13th, 1999.



STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared PHYLLIS A. BENTON, who is personally known to me and known to me to be the person who made and subscribed the foregoing Articles of Incorporation, and certified and acknowledged

that the same was executed for the use and purposes therein expressed.

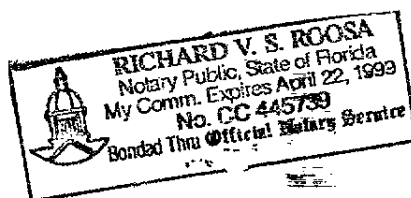
WITNESS my hand and official seal this on January 13, 1999.

Notary Public



Richard V. S. Roosa

My commission expires: 4/22/99



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In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: That PHILTON, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Cape Coral, County of Lee, State of Florida, has named RICHARD V. S. ROOSA, located at 1714 Cape Coral Parkway, City of Cape Coral, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

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 provision of said Act relative to keeping open said office.

By 

Resident Agent