

P990000 27093

ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN, P.A.

ATTORNEYS AT LAW

ONE TAMPA CITY CENTER
SUITE 2100
P.O. BOX 3433 (ZIP 33601)
TAMPA, FLORIDA 33602
TELEPHONE: (813) 229-3321
FACSIMILE: (813) 223-9067

PELICAN BAY FINANCIAL CENTER
SUITE 300
8889 PELICAN BAY BOULEVARD
NAPLES, FLORIDA 34108
TELEPHONE: (941) 597-7088
FACSIMILE: (941) 597-6984

ONE UNIVERSITY PARK, SUITE
600
12800 UNIVERSITY DRIVE
P.O. BOX 60259 (ZIP 33906)
FT. MYERS, FLORIDA 33907
TELEPHONE: (941) 489-1776
FACSIMILE: (941) 489-2444

201 SOUTH MONROE STREET
SUITE 200
TALLAHASSEE, FLORIDA 32301
TELEPHONE: (850) 224-7668
FACSIMILE: (850) 224-7290

PLEASE REPLY TO:
NAPLES
(941) 597-7088
rstet@annislaw.com

AVAILABLE FOR CONSULTATION
KÄRGEL, VOLLHARDT & PARTNER
KURFÜRSTENDAMM 36
D-10719 BERLIN, GERMANY
011-49-30-885-7710
FAX: 011-49-30-881-1308

March 4, 1999

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: P.H.H., Inc.
Our File No: 8698.001

EFFECTIVE DATE
3-19-99


600002785976--0
-03/05/99-01064-019
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$78.75 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,


Ronald L. Stetler

RLS/jpw
Enclosures

FILED
99 MAR 24 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-5752
SD 3/24



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 10, 1999

RONALD L. STETLER
ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN
8889 PELICAN BAY BLVD., STE. 300
NAPLES, FL 34108

SUBJECT: P.H.H., INC.
Ref. Number: W99000005752

We have received your document for P.H.H., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 599A00011248

===== ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN, P.A. =====

===== ATTORNEYS AT LAW =====

ONE TAMPA CITY CENTER
SUITE 2100
P.O. BOX 3433 (ZIP 33601)
TAMPA, FLORIDA 33602
TELEPHONE: (813) 229-3321
FACSIMILE: (813) 223-9067

PELICAN BAY FINANCIAL CENTER
SUITE 300
8889 PELICAN BAY BOULEVARD
NAPLES, FLORIDA 34108
TELEPHONE: (941) 597-7088
FACSIMILE: (941) 597-6984

ONE UNIVERSITY PARK, SUITE
600
12800 UNIVERSITY DRIVE
P.O. BOX 60259 (ZIP 33906)
FT. MYERS, FLORIDA 33907
TELEPHONE: (941) 489-1776
FACSIMILE: (941) 489-2444

201 SOUTH MONROE STREET
SUITE 200
TALLAHASSEE, FLORIDA 32301
TELEPHONE: (850) 224-7668
FACSIMILE: (850) 224-7290

PLEASE REPLY TO:
NAPLES
(941) 597-7088
rstet@annislaw.com

AVAILABLE FOR CONSULTATION
KÄRGEL, VOLLHARDT & PARTNER
KURFÜRSTENDAMM 36
D-10719 BERLIN, GERMANY
011-49-30-885-7710
FAX: 011-49-30-881-1308

March 23, 1999

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

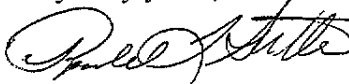
Re: P.H.H. Investments, Inc.
Your Ref. Number: W99000005752
Our File No: 8698.001

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Please note, by a copy of your letter dated March 10, 1999 which we have enclosed, that the filing fee was forwarded to your office by our letter dated March 4, 1999. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,



Ronald L. Stetler

RLS/jpw
Enclosures

ARTICLES OF INCORPORATION

OF

P.H.H. INVESTMENTS, INC.

FILED
99 MAR 24 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

EFFECTIVE DATE
3-19-99

The name of the Corporation is P.H.H. Investments, Inc., and the street address of the Corporation is 3021 Sandpiper Bay Club, #E206, Naples, Florida 34112.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 120 Spring Lake Circle, Naples, Florida 34119. The name of the initial registered agent of the Corporation at the registered office shall be David R. Pavlik.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of three (3) persons. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The name and address of the initial Director to hold office until the first annual meeting of the Board of Directors, and until his successors shall have been elected and qualify are as follows:

David R. Pavlik
120 Spring Lake Circle
Naples, Florida 34119

Steven Huddleston
451 Oak Avenue
Naples, Florida 34108

John G. Hamilton
3021 Sandpiper Bay Club
Naples, Florida 34112

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

John G. Hamilton
3021 Sandpiper Bay Club
Naples, Florida 34112

ARTICLE VII

Commencement of Existence

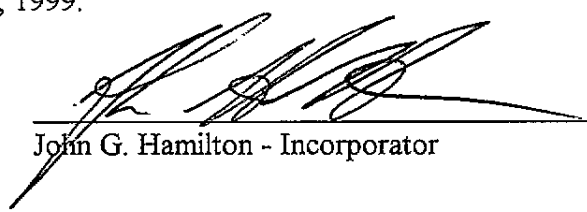
The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

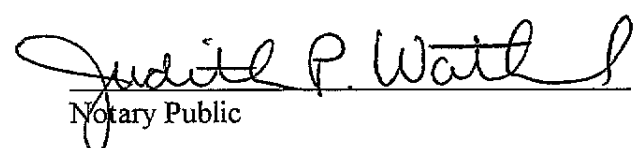
The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing
Articles of Incorporation this 19th day of March, 1999.

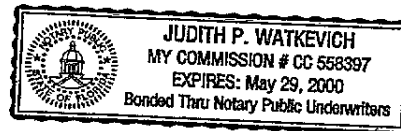

John G. Hamilton - Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 19th day of March, 1999, by
John G. Hamilton, who is personally known to me or who has produced
as identification.


Notary Public

Judith P. Watkevich
Printed Name

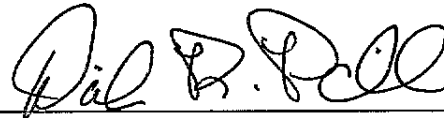


ACCEPTANCE OF REGISTERED AGENT

FOR

P.H.H. INVESTMENTS, INC.

I, David R. Pavlik, having signed the within as registered agent of P.H.H. INVESTMENTS, INC. (the "Corporation") at the registered address of 120 Spring Lake Circle, Naples, Florida 34119, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



David R. Pavlik,
REGISTERED AGENT

3250v1

FILED
99 MAR 24 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA