

P99000033839
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300002834329--2
-04/09/98--01025--005
*****78.75 *****78.75

SUBJECT: R. PHILLIPS INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee & Certificate of Status

CK # 1001

☐ \$78.75 Filing Fee & Certified Copy
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: R. PHILLIPS INC.
Name (Printed or typed)

1899 ISABEL ROAD OESTE
Address

BOCA RATON FL 33486
City, State & Zip

561-417-9311
Daytime Telephone number

99 APR -9 PM 6:14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

4-13
WLS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 PM 6:15

ARTICLES OF INCORPORATION
of
R. PHILLIPS INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is R. PHILLIPS INC..

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

P.O. BOX 51
BOCA RATON, FL 33429

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

ROBERT W. PHILLIPS
1899 ISABEL ROAD OESTE

Initials: RW

PALM BEACH County
BOCA RATON, FL 33486

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

ROBERT W. PHILLIPS
1899 ISABEL ROAD OESTE
BOCA RATON, FL 33486

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

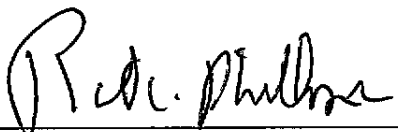
**ARTICLE VIII
OTHER PROVISIONS**

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.




ROBERT W. PHILLIPS, Incorporator
1899 ISABEL ROAD OESTE
BOCA RATON, FL 33486

State of FLORIDA, County of PALM BEACH, ss:

Subscribed and sworn to (or affirmed) before me this 7th day of APRIL, 1999.



GREGG W. AUSNEHRMER
COMMISSION # CC 685664
EXPIRES OCT 5, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public

ARTICLE IX NATURE OF BUSINESS

The purpose of this corporation is to engage in every aspect of the business of sales of paper products and long distance telephone service. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE X TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE XI OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until successors are elected or appointed is:

Robert W. Phillips	1899 Isabel Road Oeste
Pres./Sec./Treasurer	Boca Raton, FL 33486
Director	

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: R. PHILLIPS INC.

2. The name and address of the registered agent and office is:

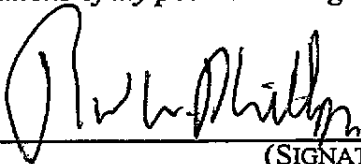
ROBERT W. PHILLIPS
(NAME)

1899 ISABEL ROAD OESTE
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

BOCA RATON FL 33486
(CITY/STATE/ZIP)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 PM 6:15

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.



(SIGNATURE)

4-7-99

(DATE)