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To:

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

From:

Account Name : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.
Account Number : 076402003516
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FLORIDA PROFIT CORPORATION OR P.A.**PHASE II, INC.**

Certificate of Status	1
Certified Copy	1
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PHASE II, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation shall be: PHASE II, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 7541 Cordoba Circle, Naples, Florida 34109.

ARTICLE III
SHARES

The authorized capital stock of this Corporation shall consist of 7500 shares of Common Stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

ARTICLE IV
NUMBER OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than two (2) persons, the exact number to be determined from time to time in accordance with the By-Laws.

Richard C. Grant, Esquire
Grant, Fridkin, Pearson, Athan & Crown, P.A.
5551 Ridgewood Drive, Suite 501, Naples, Florida 34108
941/514-1000
Florida Bar #0983632
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ARTICLE V
INITIAL BOARD OF DIRECTORS

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected are as follows:

Kenneth P. Spear
7541 Cordoba Circle
Naples, Florida 34109

Julie A. Spear
7541 Cordoba Circle
Naples, Florida 34109

ARTICLE VI
OFFICERS

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.


ARTICLE VII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: RICHARD C. GRANT, ESQUIRE, Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: RICHARD C. GRANT, ESQUIRE, Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of September, 1999.



RICHARD C. GRANT, Incorporator

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**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: Phase II, Inc..
2. The name and address of the registered agent and office is:

RICHARD C. GRANT, ESQUIRE
Grant, Fridkin, Pearson, Athan & Crown, P.A.
5551 Ridgewood Drive, Suite 501
Naples, Florida 34108

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.

RICHARD C. GRANT

Date: Sept 3, 1999

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