

PHG BUILDERS, INC.
2665 SOUTH BAYSHORE DRIVE
SUITE 202
COCONUT GROVE, FLORIDA 33133
TEL: (305) 854-7100
FAX: (305) 859-9858

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 29 PM 2:38

FILED

November 23, 1999

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

500003055405-4
-11/29/99-01115-002
*****78.75 *****78.75

Re: PHG BUILDERS, INC.

To Whom It May Concern:

I am enclosing with this letter an original and one (1) copy of the Articles of Incorporation for PHG BUILDERS, INC.

I am also enclosing my check # 2008 in the amount of \$ 78.75 to cover the following costs:

1.	Filing fee	\$	70.00
2.	Certified Copy		<u>8.75</u>
TOTAL		\$	78.75

Please file the Articles of Incorporation and return a certified copy to my office in the enclosed envelope.

Thank you for your kind attention to this matter.

Very truly yours,


MICHAEL D. WOHL

MDW:jsh

Michael D. Wohl GAVE
AUTHORIZATION BY PHONE TO
CORRECT Michael VE
DATE 12-2-99
DOC. EXAM PK

11/29/99

ARTICLES OF INCORPORATION
OF
PHG BUILDERS, INC.

99 NOV 29 PM 2:38
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FILED

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

ARTICLE I. NAME

The name of this Corporation shall be: PHG BUILDERS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2665 SOUTH BAYSHORE DRIVE
SUITE 202
COCONUT GROVE, FLORIDA 33133

ARTICLE III. PAR VALUE

The par value of each authorized share is: \$.01

ARTICLE IV. SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is: 1,000.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

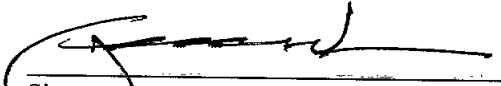
MICHAEL D. WOHL
2665 SOUTH BAYSHORE DRIVE
SUITE 202
COCONUT GROVE, FLORIDA 33133

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MICHAEL D. WOHL
2665 SOUTH BAYSHORE DRIVE
SUITE 202
COCONUT GROVE, FLORIDA 33133

The undersigned incorporator has executed these Articles of Incorporation this 24th
day of NOVEMBER, 1999.


Signature

MICHAEL D. WOHL
Printed Name

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

PHG BUILDERS, INC.

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

MICHAEL D. WOHL
2665 SOUTH BAYSHORE DRIVE
SUITE 202
COCONUT GROVE, FLORIDA 33133

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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) MICHAEL D. WOHL

11/24/99
(Date)