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THEODORE DANIELS

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GARDEN CITY, NY 11530
(516) 745-6000

May 22, 2001

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

Re: Articles of Incorporation
PHOENIX REALTY SERVICES, INC.

Dear Sirs and Mesdames:

We enclose Articles of Incorporation for Phoenix Realty Services, Inc. for filing and return of a receipt.

A check in the amount of \$78.75 representing the filing fee inclusive of a certified copy is also enclosed. Kindly return your receipt and certified copy in the self addressed envelope provided. A second copy of the Articles is enclosed for certification.

Thank you.

Very truly yours,


Theodore Daniels

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D. WHITE MAY 31 2001

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10214
Encl.

FILED
01 MAY 24 PM 4:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PHOENIX REALTY SERVICES, INC.

FILED

01 MAY 24 PM 4:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

PHOENIX REALTY SERVICES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1101 South Rogers Circle, Boca Raton, Florida 33487

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares, all of which shall be common, without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Theodore Daniels, 11152 Boca Woods Lane, Boca Raton, Florida 33428.

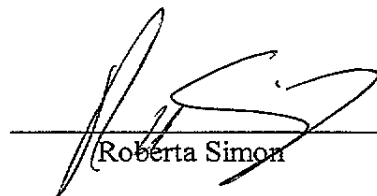
ARTICLE V - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is Roberta Simon, whose address is 1101 South Rogers Circle, Boca Raton, Florida 33487

ARTICLE VI - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of the board of directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ~~day~~ of 22nd day of May, 2001.



Roberta Simon

**CERTIFICATE OF DESIGNATION
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 officer/registered agent in the state of Florida:

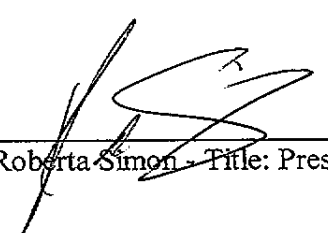
1. Name of the Corporation is:

Phoenix Realty Services, Inc.

2. Name and address of the registered agent is:

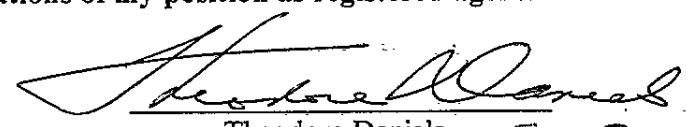
Theodore Daniels
11152 Boca Woods Lane
Boca Raton, Florida 33428

Signature _____


Roberta Simon - Title: President

Date: May 22, 2001

Having been named as registered agent and to accept service 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.


Theodore Daniels

Date: May 22, 2001

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