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FLORIDA PROFIT CORPORATION OR P.A.
PHOENIX AMERICAN HOLDINGS, INC.

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**ARTICLES OF INCORPORATION
OF
PHOENIX AMERICAN HOLDINGS, INC.**

ARTICLE 1. - NAME

The name of the Corporation is **Phoenix American Holdings, Inc.** (hereinafter called the "Corporation").

ARTICLE 2. - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000,000 shares of Common Stock, at \$.01 par value per share.

ARTICLE 3. - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 6303 Blue Lagoon Drive, Suite 225, Miami, Florida 33126.

ARTICLE 4. - PURPOSE

The Corporation is organized for the purpose of engaging in any business or enterprise permitted by law.

ARTICLE 5. - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-Laws of the Corporation. The name of the initial Director of the Corporation is:

R. Steven Brooks

ARTICLE 6. - REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The name of the initial registered agent of the Corporation is Miles L. Plaskett, whose address is 200 South Biscayne Boulevard, Suite 3410, Miami, Florida 33131-2397.

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ARTICLE 7. - INCORPORATOR

The name and address of the incorporator of the Corporation is Miles L. Plaskett, whose address is 200 South Biscayne Boulevard, Suite 3410, Miami, Florida 33131-2397.

ARTICLE 8. - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE 9. - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE 10. - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-Laws of the Corporation or any part thereof.

ARTICLE 11. - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

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IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 4th day of June, 2002.

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Miles L. Plaskett
Incorporator

**CONSENT OF REGISTERED AGENT
OF
PHOENIX AMERICAN HOLDINGS, INC.**

The undersigned, Miles L. Plaskett, whose address is 200 South Biscayne Boulevard, Suite 3410, Miami, Florida 33131-2397, hereby accepts appointment as the initial registered agent of **Phoenix American Holdings, Inc.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



Miles L. Plaskett

MIA88196.1

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