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Transmittal Letter

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Phoenix/Barr Enterprises, Inc.

I enclose an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 78.75. This payment is for the filing fee and certificate.

Please return the photocopy to me with the filing date stamped on it.

Signature: Glenn A. Gemelli

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-09/09/97--01070--021
***122.50 ***122.50

From: Glenn A. Gemelli
13014 North Dale Mabry
Suite 645
Tampa, Florida 33618

(813) 303-3022

Will wait

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P Hall

SEP - 9 1997

**Articles of Incorporation
Of
Phoenix/Barr Enterprises, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Articles One: Name

The name of the corporation shall be Phoenix/Barr Enterprises, Inc.

Article Two: Principal Place of Business

The principal place of business and mailing address of this corporation shall be 4644 Gandy Boulevard #8
Tampa, Florida 33611.

Article Three: Capital Stock

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

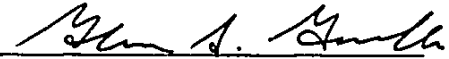
Article Four: Initial Registered Agent and Address

The name of the initial registered agent is Glenn A. Gemelli and the registered street address is 4644 Gandy
Boulevard #8 Tampa, Florida 33611.

Article Five: Incorporator

The name and street address of the incorporator to these Articles of Incorporation is Glenn A. Gemelli,
13014 North Dale Mabry Suite 645 Tampa, Florida 33618.

The undersigned has executed these Articles of Incorporation this 9th day of September 1997.

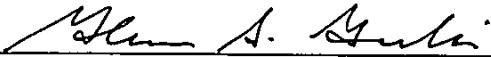

Glenn A. Gemelli, Incorporator

Certificate of Designation
Registered Agent/Registered Office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

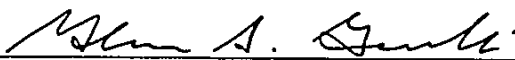
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the state of Florida.

1. The name of the corporation is Phoenix/Barr Enterprises, Inc.
2. The name of the registered agent is Glenn A. Gemelli and the registered street address is 4644 Gandy Boulevard #8 Tampa, Florida 33611.

Signature: 

Date: September 9, 1997

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: 

Date: September 9, 1997