

P98000080878

GARDNER, WILKES, SHAHEEN & CANDELORA

ATTORNEYS AT LAW

TED R. TAMARGO

2650 SUNTRUST FINANCIAL CENTRE
401 EAST JACKSON STREET
TAMPA, FLORIDA 33602

TELEPHONE (813) 221-8000
FACSIMILE (813) 229-1597
E-MAIL: TTAMARGO@GWSC.COM

MAILING ADDRESS:
POST OFFICE BOX 1810
TAMPA, FLORIDA 33601-1810

September 15, 1998

Via Federal Express

300002640863--0
-09/16/98--01047--013
****122.50 ****122.50

Department of State
The George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

300002640863--0
-09/16/98--01047--014
*****8.75 *****8.75

Re: Phoenix West Coast, Inc.
--Our File No. 97-0629

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation of Phoenix West Coast, Inc., together with a check made payable to the Department of State in the amount of \$122.50 to cover the filing fee. Also enclosed please find a check in the amount of \$8.75 to cover the cost of a Certificate of Status for this corporation. Please return a certified copy of the Articles of Incorporation as well as the Certificate of Status to me at the address shown above.

If you have any questions regarding this matter, please contact me.

Sincerely,

Cynthia A. Maline

for Ted R. Tamargo

TRT/cm
Enclosures

cc: Phoenix West Coast, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 PM 2:19

B. BROCK SEP 18 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 PM 2:19

ARTICLES OF INCORPORATION
OF
PHOENIX WEST COAST, INC.

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is PHOENIX WEST COAST, INC.

ARTICLE II
TERMS OF EXISTENCE

This corporation shall commence as of the date these Articles of Incorporation are filed with the Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III
NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of \$.01 per share.

ARTICLE V
REGISTERED AGENT

The initial registered agent of this corporation shall be Thomas I. Lin. The street address of the initial registered agent of this corporation shall be 5100 East Hanna Avenue, Tampa, Florida.

**ARTICLE VI
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of this corporation is 1120 Deforest Avenue, Long Beach, California 90813. The mailing address of this corporation is 5100 East Hanna Avenue, Tampa, Florida 33687.

**ARTICLE VII
BOARD OF DIRECTORS**

The Board of Directors for this corporation shall consist of one or more members. Except for the number constituting the initial Board of Directors, the number of directors shall be established in accordance with the By-Laws of this corporation.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The name and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the stockholders or until their successors are elected and qualified, or until their resignations, removal from office, or deaths are:

Name:	Address:
Thomas I. Lin	5100 East Hanna Avenue Tampa, Florida 33687
Susana Lin	5100 East Hanna Avenue Tampa, Florida 33687

**ARTICLE IX
INCORPORATOR**

The name and street address of the incorporator is:

Name:	Address:
Thomas I. Lin	5100 East Hanna Avenue Tampa, Florida 33687

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution, adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the stockholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 15th day of September, 1998.

Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of September, 1998, by Thomas I. Lin, who is personally known to me or has produced _____ as identification.



STEVEN A. MALEK
COMMISSION # CC 657787
EXPIRES JUN 22, 2001
BONDED THRU

Print, Type or Stamp Name: STANLEY
Notary Public, State of Florida
Serial No., if any:

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Thomas I. Lin, having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

5100 East Hanna Avenue
Tampa, Florida 33687

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 15 day of September, 1998.



Thomas I. Lin

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 PM 2:19