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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

PHOENIX-ALLIANCE, INC.

Certificate of Status	0
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F. G. Green SEP 8 1999

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ARTICLES OF INCORPORATION
OF
PHOENIX-ALLIANCE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation

ARTICLE ONE
NAME

The name of the corporation is Phoenix-Alliance, Inc. The principal place of business shall be:
11420 SW 115 St.
Miami, Fl. 33176

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the articles by the secretary of state.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 100,000 shares of capital stock with a par value of \$.01 per share. ONE HUNDRED THOUSAND (100,000) shares of the capital stock of the corporation shall be issued for cash at a par value of \$.01 per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

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ARTICLE FIVE
DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE SIX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata shares (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SEVEN
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 11420 SW 115 St. Miami, Fl. 33176 and the name and address of the initial registered agent of the corporation is Ramon E. Gil 11420 SW 115 St. Miami, Fl. 33176.

ARTICLE EIGHT
INITIAL BOARD OF DIRECTORS

This corporation shall have one(1) director initially. The number of directors may be increased or diminished from time to time by the by-laws. The name and address of the initial directors of this corporation is:

Ramon E. Gil
11420 SW 115 St.
Miami, Fl. 33176

ARTICLE NINE
INCORPORATES

The names and address of the persons signing these Articles are:

Ramon E. Gil
11420 SW 115 St.
Miami, Fl. 33176

ARTICLE TEN
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN
MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of Conference telephone as provided by law.


ARTICLE TWELVE
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE THIRTEEN
AMENDMENT

The corporation reserves this right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 7TH day of SEPTEMBER, 1999.



Ramon E. Gil



(President)
Ramon E. Gil



(Secretary)
Ramon E. Gil

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

PHOENIX-ALLIANCE, INC.

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

RAMON E. GIL 11420 SW 115 ST. MIAMI, FL. 33176

(P.O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

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SIGNATURE 

PRESIDENT

TITLE

9-7-99

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE

9-7-99