

F9500000/507

March 11, 1995

Qualification/Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Application by Foreign Corporation for Authorization to Transact Business in Florida

Dear Sir or Madam:

The enclosed APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA, certificate of status, and check are being submitted to qualify the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following address:

PHOENIX CENTERS, INC.
217 Bullard Parkway
Temple Terrace, FL 33617

Thank you for your attention to this matter.

Sincerely,

x *Mae Lyon*

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DIVISION OF CORPORATIONS

RESOLUTION AND
MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
PHOENIX CENTERS, INC.
(A NEVADA CORPORATION)

A special meeting of the Board of Directors of the above captioned Corporation was held on March 24, 1995 at 3:00 p.m. in Temple Terrace, Florida at 217 Bullard Parkway.

All of the Board of Directors being present, the meeting was called to order by the President. The President then advised that the state of Florida had advised that Phoenix Centers, Inc., was not available for use but that Phoenix Service Centers, Inc. is available. She noted that the Corporation met all of the requirements for qualification and she recommended that action be taken to use their alternate name in Florida. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Corporation elects to use the alternate name, of Phoenix Service Centers, Inc. in Florida.

RESOLVED, that the President is hereby authorized and directed to take any and all action necessary to comply with all of the requirements of the State of Florida for using said name.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

x Mae Lyon
Secretary/Mae Lyon

Approved:

x Mae Lyon
President/Mae Lyon

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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

INCOMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA: PHOENIX CENTERS, INC. shall D/B/A/

1. PHOENIX SERVICE CENTERS, INC. in the State of Florida

(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION"
or words or abbreviations of like import in language, as will clearly indicate that it is a corporation
instead of a natural person or partnership is not so contained in the name at present.)

2. NEVADA

(State or country under the law of which it is incorporated)

3. January 9, 1995

(Date of incorporation)

4. Perpetual

(Duration-Year Corp. will cease to exist or "perpetual")

5. 59-3289333

(Federal Employer Identification number, if applicable)

6. March 1, 1995

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 217 Bullard Parkway, Temple Terrace, FL 33617

(Current mailing address)

8. Selling Software

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Name and Street address of Florida registered agent:

Name: Mae Lyon

Office address: 217 Bullard Parkway

Temple Terrace, FL 33617

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: X Mae Lyon

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors.

A. Directors:

Chairman: Mae Lyon
Address: 217 Bullard Parkway
Temple Terrace, FL 33617

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

B. Officers:
President: Mae Lyon
Address: 217 Bullard Parkway
Temple Terrace, FL 33617

Vice President: _____
Address: _____

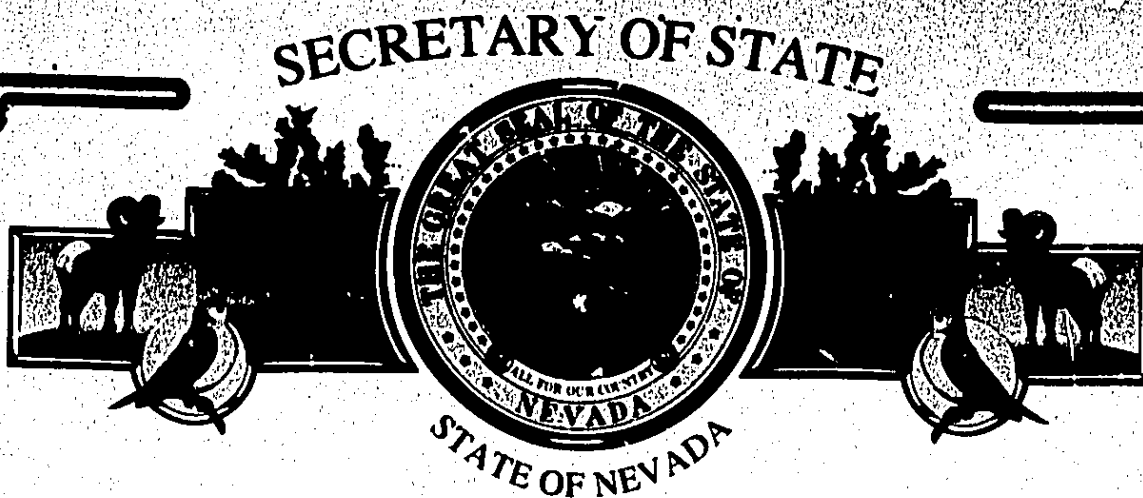
Secretary: Mae Lyon
Address: 217 Bullard Parkway
Temple Terrace, FL 33617

Treasurer: _____
Address: _____

13. X Mae Lyon
(Signature of Chairman, Vice Chairman, or any officer listed in #9 of the application)

14. Mae Lyon, Director, President/Secretary
(Name and capacity of person signing application)

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CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, PHOENIX CENTERS, INC. is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.



IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, this NINTH day of JANUARY, 1995.

Dean Heller

Secretary of State

By *Margaret By Lane*

Certification Clerk

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