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FLORIDA PROFIT/NON PROFIT CORPORATION

PHOENIX COMMUNITY CORPORATION

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**ARTICLES OF INCORPORATION
OF
PHOENIX COMMUNITY CORPORATION**
(a Florida Non-Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a non-profit corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes (the "Act").

ARTICLE I
NAME

The name of the corporation is PHOENIX COMMUNITY CORPORATION (hereinafter called the "Corporation"). The principal place of business and mailing address is 2351 N.W. 140 Street, Opa-Locka, Florida 33054.

ARTICLE II
PURPOSES

The Corporation is formed and organized and shall be operated exclusively for charitable and educational purposes and to educate and mentor urban youth by providing educational support, and programs in the humanities and arts, within economically disadvantaged communities, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States tax laws (hereinafter, collectively referred to as the "Code"). Within the scope of the foregoing purposes, and not by way of limitation thereof, the Corporation is organized and operated to rescue both wildlife and domestic animals.

ARTICLE III
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE IV
BOARD OF DIRECTORS

The Board of Directors of the Corporation (a) shall be the governing body of the Corporation, (b) shall direct and govern the affairs of the Corporation and the disposition of its property, and (c) shall be appointed as provided in the Bylaws of the Corporation. In all respects, the number of directors, the manner of their appointment or election, and the duration of their term shall be set forth in the Bylaws of the Corporation, and may be changed from time to time by amendment to, or in the manner provided in, the Bylaws,

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but no decrease in the number of the directors shall have the effect of shortening the term of any incumbent director, and in no event shall there be less than three (3) directors. The initial Board of Directors shall be three (3). The name and address of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

STAREX SMITH, 2351 N.W. 140 Street, Opa-Locka, Florida 33054
MARK SYLVESTRE, 1551 S.W. 104th Passage, Apt 215, Miami, FL 33174
JACAYLA TOSON, 917 39 Street, West Palm Beach, FL 33407

ARTICLE V
REGISTERED OFFICE AND AGENT

The initial registered agent of the Corporation is STAREX SMITH, and the street address of the initial registered office is 2351 N.W. 140 Street, Opa-Locka, Florida 33054.

ARTICLE VI
INCORPORATOR

The names of the Incorporators is STAREX SMITH, and his address is 2351 N.W. 140 Street, Opa-Locka, Florida 33054, and MARK SYLVESTRE, whose address is 1551 S.W. 104th Passage, Apt 215, Miami, FL 33174.

ARTICLE VII
POWERS

In furtherance of the foregoing purposes, the Corporation shall have and may exercise all the powers specified in the Act.

ARTICLE VIII
DIVIDENDS, DISTRIBUTIONS
AND LOBBYING AND POLITICAL ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Code Section 501(h), and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. and (b)

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ARTICLE IX
NO MEMBERS

The Corporation shall have no members. The property, affairs, and business of the Corporation shall be managed and conducted by a Board of Directors which shall have and exercise all of the powers of the Corporation, shall make all bylaws, rules, and regulations for the governing of the Corporation, direct the management of its affairs and the election of its officers, and which may repeal, alter, or amend such bylaws, rules, and regulations as they deem proper for the management of the affairs of the Corporation.

ARTICLE X
CHARITABLE STATUS

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on, conduct, engage, participate, or intervene in (a) any activity or transaction not permitted to be conducted or carried on by an organization exempt from taxation under Code Sections 501(c)(3) and 509(a), and the regulations thereunder, or by any organization, contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2), and the regulations thereunder, or (b) any activity or transaction which would result in the loss by the Corporation of its status as a Code Section 509(a) organization. The use, directly or indirectly, of any part of the Corporation's assets in any such activity or transactions is hereby expressly prohibited.

ARTICLE XI
DISSOLUTION

In the event the Corporation is dissolved, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute the remaining assets of the Corporation to such organization or organizations organized and operated exclusively for charitable or educational purposes and to prevent cruelty to animals, as shall at that time have purposes similar to those of the Corporation, and which qualify as charitable organizations under Code Section 501(c)(3).

ARTICLE XII
INDEMNIFICATION

To the fullest extent permitted by the Act, the Corporation shall indemnify any director or officer of the Corporation against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is, or is threatened to be, made a named defendant or respondent in a proceeding because the person is or was a director or officer, and shall advance to such person such reasonable expenses as are incurred by him or her in connection therewith. The rights of directors or officers set forth in this Article shall not be exclusive of any other right which directors or officers may have

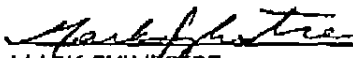
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or hereafter acquire relating to the subject matter hereof. To the fullest extent permitted by the Act, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability pursuant to the applicable provisions of the Act, all as permitted by the Act. As used in this Article, the term "director" shall mean any person who is or was a director of the Corporation and any person who, while a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Corporation or of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. As used in this Article, the term "officer" shall mean any person who is or was an officer of the Corporation and any person who, while an officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of the Corporation or of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. As used in this Article, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereto set my name on this 7 day of JUNE, 2006.



 STAREX SMITH



 MARK SYLVESTRE

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for PHOENIX COMMUNITY CORPORATION in the foregoing Articles of Incorporation, I, STAREX SMITH, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.



STAREX SMITH, Authorized Representative

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