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(Requestor's Name)

From: Origin ID: PPMA (954)583-1400
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The Kelley Law Firm
5100 N. Federal Hwy
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Fort Lauderdale, FL 33308

(City/State/Zip/Phone #)

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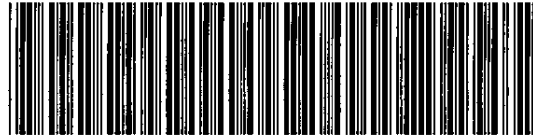
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE KELLEY LAW FIRM P.L.

5100 NORTH FEDERAL HIGHWAY, SUITE 405, FORT LAUDERDALE, FLORIDA 33308-3842
VOICE: (954) 563-1400 Ext. 204 FAX: (954) 772-6138 EMAIL: Rohan@EstateLaw.Com

September 24, 2007

Via Federal Express

Ms. Diane Cushing
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

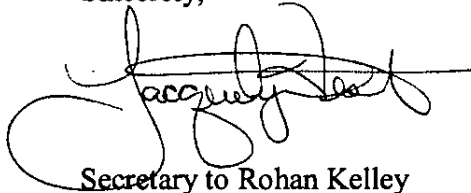
Re: Deaver Phoenix Foundation, Inc.

Dear Ms. Cushing:

On September 24, 2007 I sent a FedEx package containing a corporation application, check #1823 in the amount of \$87.50, and the Articles of Incorporation of The Deaver Phoenix Foundation, Inc. Upon further review it has become evident that there is a mistake in the Articles originally sent to your office. Enclosed with this letter is a new set of Articles which should replace the previous ones. Also enclosed for your convenience is a copy of the original cover letter, a copy of the check, and a copy of the first page of the Articles which had been previously sent. Please discard the Articles which were previously sent and replace them with the set enclosed here.

I appreciate your attention in this matter and please call if you have any questions.

Sincerely,



Secretary to Rohan Kelley

RK:jv
Enclosure

PRACTICE LIMITED TO:
WILLS, TRUSTS, ESTATES AND
ESTATE AND TRUST LITIGATION

LAWYERS
WILLIAM J. KELLEY
(1906 - 1977)
ROHAN KELLEY + *
SHANE KELLEY + •
THOMAS K. TOPOR ▲

+ Board Certified Wills, Trusts and
Estate Lawyer
* Fellow, American College of Trust
and Estate Counsel
• LL.M. Master of Laws in Taxation
▲ LL.M. Master of Laws in Estate
Planning

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ARTICLES OF INCORPORATION
OF
THE DEAVER PHOENIX FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is "**THE DEAVER PHOENIX FOUNDATION, INC.**"

SECOND: The address of the initial registered office of the corporation and the principal place of business and mailing address in the State of Florida is 1300 South Ocean Blvd., Apartment PH-1, Pompano Beach, Florida 33062, and the name and address of the initial registered agent of the Corporation at that address is **Rohan Kelley**.

THIRD: (a) This Corporation is formed under the Florida Not-for-Profit Corporation Act, as amended, and shall be organized and operated exclusively for the purpose of supporting and carrying on activities of a charitable, religious, scientific, educational or literary nature within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Service law (hereinafter referred to as the "Code").

(b) Notwithstanding any provision of these Articles, the corporation shall not support or engage in any program or activity not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

FOURTH: In furtherance of the purposes set forth in ARTICLE THIRD above, the corporation shall have all of the powers created by law, including, but not limited to, the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals.

FIFTH: So long as this corporation shall be determined to be a "private foundation" within the meaning of Section 509 of the Code, it shall distribute its income or other assets at such time and in such manner as not be subject to the tax under Section 4942 of the Code; and further the corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in a manner so as to subject the corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

SIXTH: The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

SEVENTH: The corporation shall have perpetual existence.

EIGHTH: The corporation shall be organized upon a non-stock basis.

NINTH: The corporation shall not have any members.

TENTH: The name and address of the incorporator, who is a citizen of the United States, is as follows:

ROHAN KELLEY
1300 South Ocean Boulevard
Apartment PH-1
Pompano Beach, Florida 33062

ELEVENTH: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as may be permitted under Section 501(h) of the Code), and the corporation shall not participate in, or intervene in, directly or indirectly (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

TWELFTH: Should there be a dissolution of the corporation, the directors shall, after paying or making provision for the payment, out of the funds of the corporation of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner; or to such organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

THIRTEENTH: The corporation shall initially have six (6) directors to hold office until their successors have been duly elected and qualified, or until their earlier resignation, removal from office or death. The manner of election shall be in accordance with the bylaws. The number of directors may be either increased or decreased from time to time in accordance with the bylaws of the corporation, but at no time shall there be less than three (3) directors. The names and addresses of the initial directors of the corporation, each of whom is a citizen of the United States, are:

Rohan Kelley
1300 South Ocean Drive, Apt. PH-1
Pompano Beach, Florida 33062

Wagner Kelley
25008 Highway 145
Dolores, CO 81323

Tae Kelley Bronner
18113 Courtney Breeze Way
Tampa, FL 33647

Sean Kelley
685 Ocean Palm Way
St. Augustine, Florida 32080

Shane Kelley
2680 S. E. 5th Street
Pompano Beach, Florida 33062

Shannon Kelley
3344 Mapleside Lane
Murfreesboro, TN 37128


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FOURTEENTH: The bylaws of this corporation may be adopted, altered or rescinded by a majority vote of the Directors. The bylaws may contain provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or the Articles of Incorporation.

FIFTEENTH: These Articles of Incorporation may be amended only by majority vote of the Directors.


The undersigned has executed these Articles of Incorporation this 24 day of September, 2007.



ROHAN KELLEY
Incorporator and Authorized Representative

**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

I hereby accept the appointment as the initial registered agent of **THE DEAVER PHEONIX FOUNDATION, INC.**, as made in the foregoing Articles of Incorporation.



Rohan Kelley

Dated: September 24, 2007

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TALLAHASSEE, FLORIDA