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FLORIDA PROFIT CORPORATION OR P.A.

Phoenix Entertainment, Inc.

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N. Culligan FEB 10 2000

ARTICLES OF INCORPORATION

OF

PHOENIX ENTERTAINMENT, INC.

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is **PHOENIX ENTERTAINMENT, INC.**

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 816 Ocean Dunes Circle, Jupiter, Florida 33477.

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ARTICLE IV**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V**CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of common stock with \$0.01 par value per share.

ARTICLE VI**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 222 Lakeview Avenue, Suite 800, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at that address is KEITH A. JAMES, ESQ.

ARTICLE VII**INITIAL DIRECTOR**

The names and street addresses of the initial directors of the Corporation are as follows:

<u>Name:</u>	<u>Address:</u>
1. Jennifer L. Cordisco	816 Ocean Dunes Circle Jupiter, Florida 33477

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- 2. June Hernandez 816 Ocean Dunes Circle
Jupiter, Florida 33477
- 3. Jose Silva 816 Ocean Dunes Circle
Jupiter, Florida 33477

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

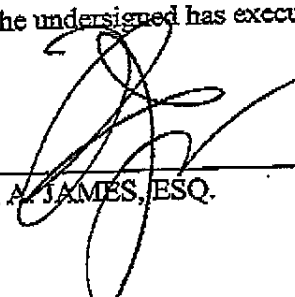
ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is as follows:

<u>Name:</u>	<u>Address:</u>
KEITH A. JAMES, ESQ.	222 Lakeview Avenue Suite 800 West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4 day of February, 2000.



KEITH A. JAMES, ESQ.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 9th day of February, 2000, by KEITH A. JAMES, ESQ., who:

- is personally known to me; or
- has produced identification:



Julie May Doll
 Notary Public, State of Florida
Julie May Doll
 (Print, Type or Stamp Commissioned Name of Notary Public)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, KEITH A. JAMES, ESQ., am familiar with and accept the obligations of the appointment as the initial registered agent of PHOENIX ENTERTAINMENT, INC., as made in the foregoing Articles of Incorporation.

DATED this 9th day of February, 2000.

By: [Signature]
 KEITH A. JAMES, ESQ.

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