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Jerry M. Syrop
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Coral Springs, Florida 33076-2803
TEL (954) 755-1259 FAX (954) 755-7986

February 14, 2000

Florida Department of State
Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/14/00--01108--009
*****70.00 *****70.00

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for filing and a check in the amount of \$70.00 for the filing fees for the company listed below:

PHOENIX INTERNATIONAL HOLDINGS, INC.
C/O Deborah Hanna
7530 Lyons Road
Coconut Creek, Florida 33073

Please file and return a date-stamped copy to me at the following address:

Jerry M. Syrop, Subscriber
10585 NW 57th Court
Coral Springs, Florida 33076-2803
(954) 755-1259

FILED
00 FEB 14 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

Jerry M. Syrop
Jerry M. Syrop
Subscriber

Susan A. Gerstenfeld
NOTARY PUBLIC
STATE OF FLORIDA
SUSAN A. GERSTENFELD
COMMISSION # CC 667472
EXPIRES SEP 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

T. Burch FEB 17 2000

FILED
00 FEB 14 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PHOENIX INTERNATIONAL HOLDINGS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Phoenix International Holdings, Inc.

The principal place of business of this corporation shall be:

Phoenix International Holdings, Inc.
C/O Deborah Hanna
7530 Lyons Road
Coconut Creek, FL 33073

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000,000 shares of common stock having no par value per share, and 3,000,000 shares of preferred stock, no par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 7530 Lyons Road, Coconut Creek, FL 33073 and the name of the initial registered agent of the corporation at that address is Deborah Hanna.

ARTICLE V. TERM OF EXISTENCE

The term for which this corporation shall exist is perpetual.

ARTICLE VI. OFFICERS and DIRECTORS

This corporation initially shall have no Directors and Officers. The affairs of the Corporation will be managed by the shareholders until elections can be held as provided by the Bylaws.

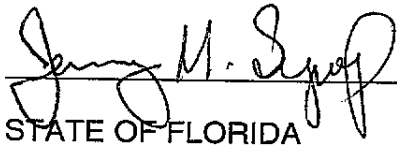
ARTICLE VII. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

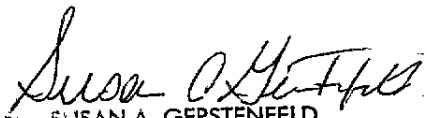
Jerry M. Syrop
7530 Lyons Road
Coconut Creek, FL 33073


The subscriber hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 14th day of February, 2000.

 (SEAL)
STATE OF FLORIDA

COUNTY OF Broward


SUSAN A. GERSTENFELD
COMMISSION # CC 667472
EXPIRES SEP 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.



The foregoing instrument was acknowledged before me this 14th day of February, 2000.