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TALLAHASSEE, FLORIDA

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: GENESIS ACCOUNTING SERVICES, CORP. ACCT#: I200000000018
CONTACT: IGOR S.R. GOMES
PHONE: (954)420-0051 FAX #: (954)420-0331
NAME: *e Phoenix* Phoenix Corporation
AUDIT NUMBER.....H000000011926
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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N. Culligan MAR 22 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 20, 2000

GENESIS ACCOUNTING

SUBJECT: PHOENIX CORPORATION
REF: W00000007184

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The conflicting name is FENIX CORPORATION P96000024866.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H00000011926
Letter Number: 100A00014820

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF:
PHOENIX & PHOENIX CORPORATION**

The undersigned subscriber to these Articles of Incorporation is a Natural Person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation is PHOENIX & PHOENIX CORPORATION
(hereinafter, "Corporation")

ARTICLE II - DURATION / TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of the filing of these Articles which the Department of State.

ARTICLE III - NATURE / PURPOSE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

IV.1 This Corporation is authorized to issue 1,000 shares of \$1.00 per value common stock that shall be designated to "Common Shares".

IV.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may redeem advisable in connection with such issuance.

IV.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter now or hereafter authorized, for such consideration as the Board of Director(s) may redeem advisable, subject to such restrictions of limitations, if any, as may be set forth in the bylaws of the Corporation.

IV.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE V LOCATION

The Street, Address, City and State in which the principal offices of the corporation are to be located are 4019 Sandra Lane, West Palm Beach, FL 33406. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

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ARTICLE VI SUBSCRIBERS

The name and street addresses and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	SHARES
Gustavo A. Guzman President / Treasurer	6508 65 th Way West Palm Beach, FL 33409	50%
Jose Luis Lopes Vice- President / Secretary	4019 Sandra Lane West Palm Beach, FL 33406	50%

ARTICLE VII AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE VIII LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE IX POWER OF CORPORATION

The Corporation shall have the same powers as an Individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any office or director, to the full extent permitted by law.

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ARTICLE XI DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XII REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII INITIAL REGISTERED OFFICE / AGENT & INCORPORATOR

The street address of the initial registered office of this corporation is **4019 Sandra Lane, West Palm Beach, FL 33406**, and the name of the initial registered agent of this corporation at that address is **Gustavo A. Guzman**.

ARTICLE XIV BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XV EFFECTIVE DATE OF INCORPORATION

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XVI INITIAL BOARD OF DIRECTORS OF INCORPORATION

This corporation shall have **two (2) directors** initially. The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The name and address of the initial Board of Directors of this corporation is:

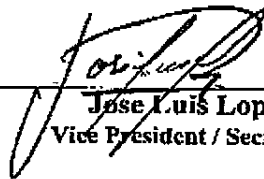
<u>NAME</u>	<u>ADDRESS</u>
Gustavo A. Guzman President / Treasurer	4019 Sandra Lane West Palm Beach, FL 33406
Jose Luis Lopes Vice- President / Secretary	6508 65th Way West Palm Beach, FL 33409

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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 9th day of March, 2000.



Gustavo A. Guzman
President / Treasurer



Jose Luis Lopes
Vice President / Secretary

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

*PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN
DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE
STATE OF FLORIDA.*

1. The name of the corporation is PHOENIX & PHOENIX CORPORATION
2. The name and address of the registered agent and office is:

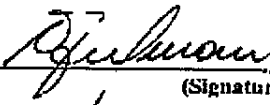
Gustavo A. Guzman
President

4019 Sandra Lane
Address

West Palm Beach, FL 33406
City - State - Zip

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


(Signature)

03/09/2000
(Date)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314