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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Phoenix Asset Management, Inc.

Certificate of Status	1
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 27, 2000

CORPORATE CREATIONS INTL

SUBJECT: PHEONIX ASSET MANAGEMENT, INC.  
REF: W00000000090

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.

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

THE CONFLICT IS PHOENIX ASSET MANAGEMENT INC. DOC #P99000066121.

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Becky McKnight  
Document Specialist

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Letter Number: 400A00016801

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Pheonix Investment Advisors, Inc.

EFFECTIVE DATE  
3-24-00

### Article II. Address

The Corporation's mailing address is:  
Pheonix Investment Advisors, Inc.  
2090 Palm Beach Lakes Blvd. Suite 700  
West Palm Beach FL 33409

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Thomas D. Abrams  
2090 Palm Beach Lakes Blvd. Suite 700  
West Palm Beach FL 33409

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Thomas D. Abrams

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.

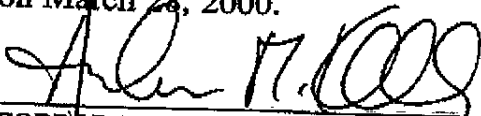
941 Fourth Street #200

Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 24, 2000.

The undersigned incorporator executed these Articles of Incorporation on March 28, 2000.



\_\_\_\_\_  
CORPORATE CREATIONS INTERNATIONAL INC.

Andreas M. Kelly Vice President

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

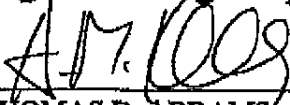
**CORPORATION:**

**Pheonix Investment Advisors, Inc.**

**REGISTERED AGENT/OFFICE:**

**Thomas D. Abrams  
2090 Palm Beach Lakes Blvd. Suite 700  
West Palm Beach FL 33409**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



\_\_\_\_\_  
THOMAS D. ABRAMS  
by A.M. Kelly as attorney-in-fact

Date: March 28, 2000

Corporate Creations International Inc.  
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Miami Beach FL 33139  
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