

P000000078641

From The Desk
of
Gary A Wildgoose
10322 Pastel Lane
Port Richey, FL 34668

200003340922--6
-07/31/00--01128--005
*****43.75 *****43.75

Thursday, July 27, 2000

Dear Sirs please find enclosed a check for \$43.75 for the following items as required:

1. Filing Fee \$35.00
2. Certified Copy \$8.75 (copy enclosed)

200003340922--6
-08/21/00--01005--013
*****43.75 *****43.75

If you have any questions concerning this amount please notify me at (727) 858-2913.

Thank You,

Gary A Wildgoose

FILED
00 AUG 21 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
08-16-00

W-19463
gr/7



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 7, 2000

GARY A. WILDGOOSE
10322 PASTEL LANE
PT. RICHEY, FL 34668

SUBJECT: PHOENIX TECHNOLOGY, INC.
Ref. Number: W00000019463

Rick
(727)
858-2913

We have received your document for PHOENIX TECHNOLOGY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We have received your document for PHOENIX TECHNOLOGY, INC. and your check(s) totaling \$43.75. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$35.00.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 200A00042462

ARTICLES OF INCORPORATION
OF
PHOENIX TECHNOLOGY & ENGINEERING, INC.

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

FILED
00 AUG 21 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be: PHOENIX TECHNOLOGY & ENGINEERING, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 per value common stock, which should be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

EFFECTIVE DATE
08-16-00

Each Shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 10332 Pastel Lane, Port Richey, Florida 34668. The name of the initial registered agent of this Corporation at that address is Gary A Wildgoose.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII - DIRECTORS NAMES AND ADDRESSED

The names and street addresses of the members of the first Board of Directors are as follows:

Gary A Wildgoose - 10332 Pastel Lane, Port Richey, Florida 34668.

ARTICLE IX - INCORPORATOR

The name and address of the initial subscriber signing these Articles is as follows:

Gary A. Wildgoose- 10332 Pastel Lane, Port Richey, Florida 34668.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

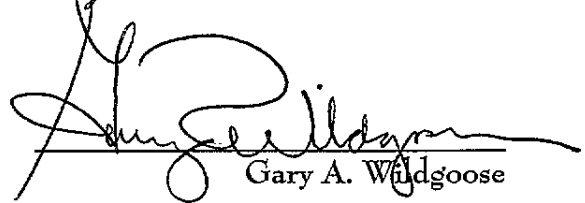
ARTICLE XI - AMENDMENT

A special meeting of the subscribers or their assigns shall be held, upon the call of the President, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, of any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed by seas to these Articles of Incorporation, on this 16 day of August 2000.


Gary A. Wildgoose

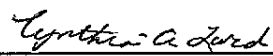
STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared, Gary A Wildgoose, who being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed them for the purpose therein expressed.

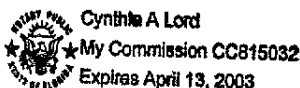
WITNESS my hand and official seal in the above named County and State this 16 day of August 2000.

proper I.D. Supplied
W 432 281640310


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

Cynthia A Lord

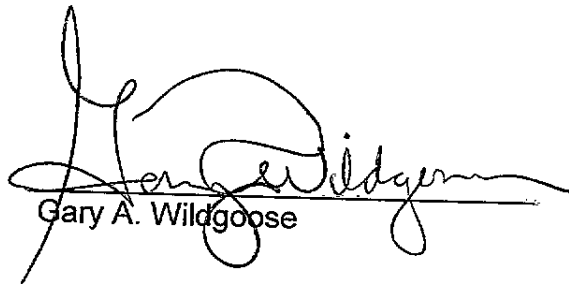


From The Desk
of
Gary A Wildgoose
10322 Pastel Lane
Port Richey, FL 34668

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wednesday, August 16, 2000

I, Gary A. Wildgoose, hereby am familiar with and accept the duties and responsibilities as Registered Agent.


Gary A. Wildgoose