

P01000103852

Enclosed is money order for \$87.50 to cover costs for the following:

Filing Fee
Registered Agent Designation
Certified Copy
Certificate of Status

000004654110--8
-10/25/01--01087--002
*****87.50 *****87.50

Also enclosed is a self addressed overnight letter for immediate response.

Thank you,

FILED
01 OCT 25 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: (PLEASE PRINT)

PHONE (561) 445-1138

M. Mesner/Hildebrand
22787 ONCHO Island Dr
Boca Raton FL

33428

10-26-01
190

ARTICLES OF INCORPORATION
OF
PHOENIX DIVERSIFIED INVESTMENT CORP.

FILED
01 OCT 25 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation of such Corporation:

ARTICLE I
NAME

The name of the corporation shall be PHOENIX DIVERSIFIED INVESTMENT CORP.

ARTICLE II
DURATION

The corporate existence shall begin at the time of subscription and acknowledgement of these Articles, except that in the event these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, corporate existence shall begin when these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The purpose for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1000) shares of One (\$1.00) Dollar par value common stock.

Prepared By: _____
Lorraine Hildebrand
2641 Gately Drive W.
Suite 1803
West Palm Beach, FL 33415

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2641 Gately Drive W., Suite 1803, West Palm Beach, Fl. 33415 and the name of the initial registered agent of this corporation is Lorraine Hildebrand.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME	ADDRESS
Lorraine Hildebrand	2641 Gately Drive W. Suite 1803 West Palm Beach, Fl. 33415

ARTICLE VII
PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be 2641 Gately Drive W., Suite 1803, West Palm Beach, Fl. 33415. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE IX
AMENDMENT

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

ARTICLE X
INCORPORATOR

The name and address of the Incorporator and the person signing these Articles is Lorraine Hildebrand, 2641 Gately Drive W., Suite 1803, West Palm Beach, Fl. 33415.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunder set my hand this 23rd day of October, 2001.

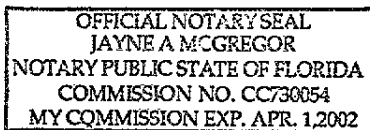
Lorraine Hildebrand
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of October, 2001 by Lorraine Hildebrand, party to the foregoing Articles of Incorporation, who is personally known to me or who has produced driver's license as identification.

Jayne A. McGregor
Notary Public, State of Florida

My Commission Expires:



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/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 STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

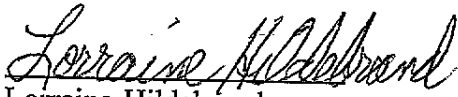
1. The name of the corporation is:

PHOENIX DIVERSIFIED INVESTMENT CORP.

2. The name and address of the registered agent and office is:

Lorraine Hildebrand
2641 Gately Drive W.
Suite 1803
West Palm Beach, FL 33415

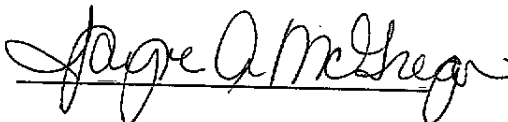
Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Lorraine Hildebrand

10/23/01
Date

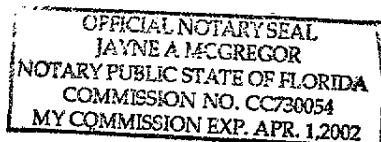
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of October, 2001 by Lorraine Hildebrand, who is personally known to me.



Notary Public, State of Florida

My Commission Expires:



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TALLAHASSEE, FLORIDA
SECRETARY OF STATE