

PO20000036648



ACCOUNT NO. : 072100000032

REFERENCE : 510859 105581A

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 70.00

FILED
2002 APR -3 AM 10:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 3, 2002

ORDER TIME : 3:28 PM

ORDER NO. : 510859-005

CUSTOMER NO: 105581A

CUSTOMER: Len Aronoff, Esq
Len Aronoff, Esq

Suite A
1085 West Morse Blvd.
Winter Park, FL 32789

RECEIVED
02 APR -3 PM 4:46
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: PHOENIX CXO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

300005190999--3

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118
EXAMINER'S INITIALS:

JS
4/4/02

FILED

2002 APR -3 AM 10:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
of
PHOENIX CXO, INC.

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act , adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is PHOENIX CXO, INC.

The mailing address of the corporation is

1085 W. Morse Blvd., Suite A

Winter Park, Florida 32789

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual

ARTICLE III - NATURE OF BUSINESS

The general purpose for which the corporation is organized is to engage in general and related business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United State, or by the foreign country.

Additionally, to engage in any business or occupation that is lawful in the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 75 million shares of stock, with no par value and **10 million** convertible preferred at no par value per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Len Aronoff, Esq.,
1085 W. Morse Blvd, Ste. A
Winter Park, Florida 32789

Initial Principal Office:
1085 W. Morse Blvd., Suite A
Winter Park, Florida, 32789

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director is:

Len Aronoff, Esq.,
1085 W. Morse Blvd., Suite A
Winter Park, Florida 32789

ARTICLE VII - INCORPORATOR (S)

The name and address of the incorporator (s) signing these Articles of Incorporation are:

Len Aronoff, Esdq.,
1085 W. Morse Blvd., Suite A
Winter Park, Florida, 32789

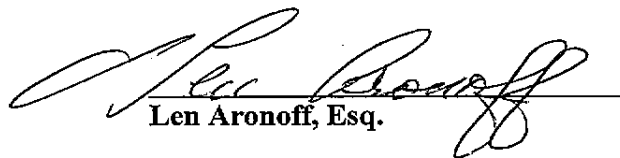
ARTICLE VIII - INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE IX - AMENDMENT OF THE ARTICLES

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

EXECUTED by the undersigned at Winter Park, Florida, this 1st day of April, 2002


Len Aronoff, Esq.

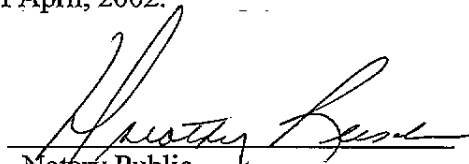

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid,

personally appeared **Len Aronoff, Esq.**, to me known to be the person described as the subscriber, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the Articles of Incorporation.

WITNESS my hand and seal this 1st day of April, 2002.


Notary Public
My commission expires
 **Dorothy Reisch**
Commission # DD100479
Expires April 19, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

I, Len Aronoff, Esq. agree to accept the designation of Registered Agent for **PHOENIX CXO, INC...** and as such Registered Agent, I agree to accept Service of Process and to comply with all other requirements of Florida Statute, Chapter 607 which apply to my capacity as Registered Agent.

DATED this 18 day of April, 2002.


Len Aronoff, Esq.,

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid, personally appeared **Len Aronoff, Esq.**, to me known to be the person described as the subscriber, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the Articles of Incorporation.

WITNESS my hand and seal this 18 day of April, 2002


Notary Public

My commission expires



Dorothy Reisch
Commission # DD100479
Expires April 19, 2006
Bonded Thru
Atlantic Underwriters Group

**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA, AND NAMING THE REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
2002 APR -3 AM 10:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA


In compliance with Statutes 48.091 and 607.034 of the Florida

Statutes, the following is submitted:

1. **PHOENIX CXO, INC.**., desiring to qualify under the laws of the State of Florida, with its principal place of business in the city of Winter Park, State of Florida, has named Len Aronoff, Esq., who is located at 1085 W. Morse Blvd., Winter Park, Florida, as its Registered Agent to accept service of process within the State of Florida.

DATED this 1st day of April, 2002.

PHOENIX CXO, INC.

BY: 
Len Aronoff, Esq.

Having been named to accept service of process for the above stated corporation at the place designated above, I **HEREBY AGREE TO ACT** in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 1st day of April, 2002

BY: 
Len Aronoff, Esq.