

P02000039050

Jose Gomez
15500 New Barn Road
Suite 105
Miami Lakes, Florida 33014
(305) 818-2221

April 2, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200005193112--7
-04/04/02--01072--005
*****78.75 *****78.75

RE: *Articles of Incorporation of RISING PHOENIX MANAGEMENT GROUP, INC.*

Dear Sir or Madam:

Enclosed please find a check in the amount of \$78.75 for the enclosed Articles of Incorporation for RISING PHOENIX MANAGEMENT GROUP, Inc. Please send a stamped certified copy of the Articles to **Jose Gomez, 15500 New Barn Road, Suite 105, Miami Lakes, Florida 33014.**

Should you have any questions or concerns, please contact the undersigned.

Very truly yours,


Jose Gomez

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR -4 AM 10:57

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ARTICLES OF INCORPORATION
OF
RISING PHOENIX MANAGEMENT GROUP, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR -4 AM 10:58

The undersigned incorporator to these Articles of Incorporation, by these articles form a corporation for profit, pursuant to the

Laws of the State of Florida.

FIRST: The name of the corporation is **RISING PHOENIX MANAGEMENT GROUP, INC.**

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose of this business is to engage small business through consultation services, and other and all legitimate purposes.

FOURTH: The aggregate number of shares of Capital Stock which the Corporation has authority to issue is 100 (One Hundred), all of which shall be one class of common stock having a par value of \$1.00 per share.

FIFTH: The address of its initial registered office is 41 MENORES AVENUE, SUITE 3, CORAL GABLES, FLORIDA 33134 and the name of the initial registered agent is JOSE GOMEZ.

SIXTH: The initial board of directors will consist of one director, whose name and address is BRIAN O'HARA, whose address is 41 MENORES AVENUE, SUITE 3, CORAL GABLES, FLORIDA 33134.

SEVENTH: The name and address of the incorporator is BRIAN O'HARA, whose address is 41 MENORES AVENUE, SUITE 3, CORAL GABLES, FLORIDA 33134.

EIGHTH: Preemptive Rights shall be as follows: The shareholder of stock of this Corporation shall be entitled to full preemptive right to purchase unissued or treasury stock of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued or treasury stock.

NINTH: The initial street address of the principle office of the Corporation in the State of Florida is 41 MENORES AVENUE, SUITE 3, CORAL GABLES, FLORIDA 33134.

TENTH: The Corporation shall indemnify Incorporators, Officers and Directors to the full extent permitted by law.

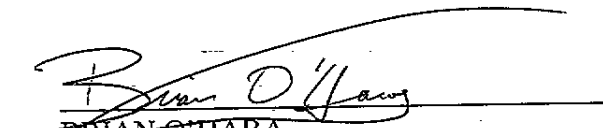
ELEVENTH: a. The Corporation adopts all contracts made on its behalf by the before-mentioned incorporator.

b. The Corporation authorizes its director to reimburse the before-mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation and for any and all expenses incurred in the organization and formation of the Corporation.

c. The directors of this Corporation shall have the sole discretion to determine the expenses for which the before-mentioned incorporator shall be reimbursed.

TWELFTH: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of RISING PHOENIX MANAGEMENT GROUP, INC., this 7 day of APRIL, 2002.


BRIAN O'HARA
INCORPORATOR

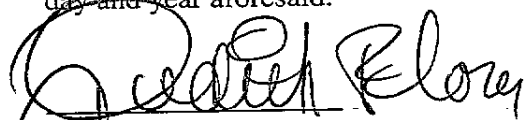
STATE OF FLORIDA:

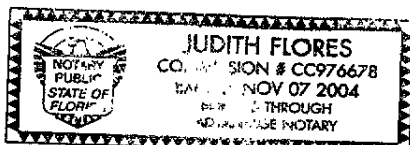
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COUNTY OF MIAMI-DADE :

ON THIS 7 day of APRIL, 2002, before me, a notary public duly authorized in the State of Florida, County of Miami-Dade, personally appeared **BRIAN O'HARA**, known to me to be the person described and who subscribed the above Articles of Incorporation, and who acknowledged that she executed the Articles of Incorporation for the purpose contained herein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.


NOTARY PUBLIC,
STATE OF FLORIDA
COUNTY OF MIAMI-DADE



FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR -4 AM 10:58

**CERTIFICATE DESIGNATING THE ADDRESS
AND AGENT UPON WHOM PROCESS MAY BE SERVED**

RISEING PHOENIX MANAGEMENT GROUP, INC., desiring to organize as a Corporation for Profit under the laws of the State of Florida, which will have its principal office in Florida, has named JOSE GOMEZ, located at 15500 NEW BARN ROAD, SUITE 105, MIAMI LAKES, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, 33014, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-described corporation, at the place designated in this certificate, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325, Florida Statutes.


JOSE GOMEZ
REGISTERED AGENT

4/02/02
DATED

STATE OF FLORIDA:

:SS

COUNTY OF MIAMI-DADE :

SWORN TO AND SUBSCRIBED this 2 day of APRIL, 2002.


NOTARY PUBLIC/DATE

