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JAY CHIMPOULIS, ESQ.
800 SOUTHEAST THIRD AVENUE
SUITE 200
FORT LAUDERDALE, FL 33316
(954) 463-0033

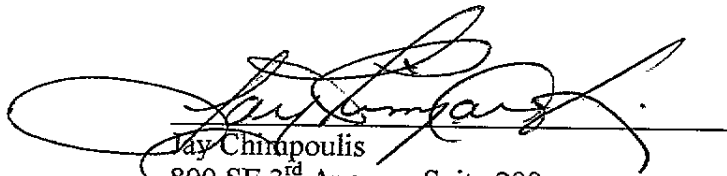
September 11, 2002

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

Subject: THE PHOENIX PROJECT, INC.

Enclosed are an original and two copies of the articles of incorporation and a check for \$87.50 covering fees for (1) the filing fee, (2) certified copy of the articles and (3) a Certificate of Status. Please return the certified copy and Certificate of Status to Jay Chimpoulis at the above-listed address.


Jay Chimpoulis
800 SE 3rd Avenue, Suite 200
Fort Lauderdale, FL 33316
(954) 463-0033

FILED
2002 SEP 19 AM 10:22
TALLAHASSEE FL
DIVISION OF CORPORATIONS
STATE

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ARTICLES OF INCORPORATION

Articles of Incorporation of THE PHOENIX PROJECT, INC.

SECRETARY OF STATE
FALLING LEAF 11/10/22

2002 SEP 19 AM 10:22

FILED

The undersigned subscriber to the Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be THE PHOENIX PROJECT, INC.

ARTICLE II NATURE OF BUSINESS

The corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time of 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 800 Southeast Third Avenue, Suite 200, Fort Lauderdale, Florida 33316 and the name of the initial Registered Agent for the corporation at that address is Jay Chimpoulis.

ARTICLE V

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI

TERM OF EXISTANCE

This corporation shall exist perpetually.

ARTICLE VII

LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being of having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII

SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX
INITIAL OFFICERS/DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Jay Chimpoulis
800 SE Third Avenue
Suite 200
Fort Lauderdale, Florida 33316,

who shall also be the President and Secretary.

ARTICLE X
REGISTERED AGENT

The name and Florida street address of the registered agent is:

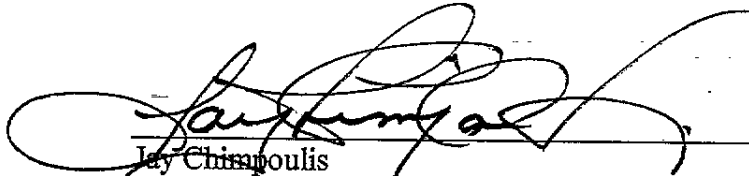
Jay Chimpoulis
800 SE Third Avenue
Suite 200
Fort Lauderdale, Florida 33316

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is:

Jay Chimpoulis
800 SE Third Avenue
Suite 200
Fort Lauderdale, Florida 33316

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
17 day of September, 2002.



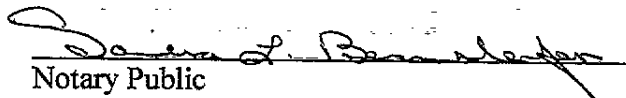
Jay Chimpoulis

as Incorporator & Registered Agent

I HEREBY AM FAMILIAR WITH AND ACCEPT
THE DUTIES AND RESPONSIBILITIES OF THE
REGISTERED AGENT.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was executed and acknowledged before me this 17 day
of September, 2002, by Jay Chimpoulis.



Notary Public
State of Florida

My commission expires: 6-21-03

NOTARY PUBLIC - STATE OF FLORIDA
SANDRA L. BEAMSDERFER
COMMISSION # CC822038
EXPIRES 6/21/2003
BONDED THRU ASA 1-888-NOTARY1