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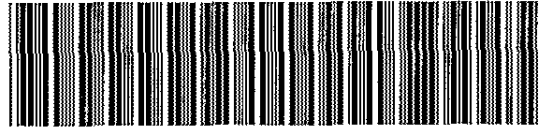
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W02-34356

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HOWARD A. CAPLAN
Attorney, P.A.

2003 JAN -2 PM 3: 01

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Florida &
Tennessee

3900 Atlantic Blvd.
Jacksonville, Florida 32207
(904) 346-1670
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 4, 2002

Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Phoenix International, Inc. along with the statement of registered agent and check for the appropriate fee.

Sincerely,



Howard A. Caplan

HAC/mt
enclosures

RECEIVED
02 DEC -5 PM 4: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

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2003 JAN -2 PM 3: 01

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

December 19, 2002

HOWARD A. CAPLAN, ESQ.
3900 ATLANTIC BLVD.
JACKSONVILLE, FL 32207

SUBJECT: THE PHOENIX CORPORATION
Ref. Number: W02000034356

We have received your document for THE PHOENIX CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation **if a 2003 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 202A00066832



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 6, 2002

HOWARD A. CAPLAN, ESQ.
3900 ATLANTIC BLVD.
JACKSONVILLE, FL 32207

SUBJECT: PHOENIX INTERNATIONAL, INC.
Ref. Number: W02000034356

RE
02 DEC

SECRET
TALLAH

DEC 1 2002

We have received your document for PHOENIX INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An effective date may be added to the Articles of Incorporation if a 2003 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 602A00064925

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TALLAHASSEE FL 32314

EFFECTIVE DATE

01/01/03

ARTICLES OF INCORPORATION
OF
PHOENIX USA CORPORATION

FILED

2003 JAN -2 PM 3:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a for profit corporation under the Business Corporations Act and other laws of the State of Florida.

ARTICLE I

The name of the corporation is Phoenix USA Corporation.

ARTICLE II

The general nature of the business that will be transacted by the corporation is any legally permissible activity, including international business consulting.

The corporation will have the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

The corporation will have the power to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects for the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments hereto, and either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation.

The foregoing enumeration of objects and purposes will not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having no par value. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by section 1244 of the Internal Revenue Code.

Shareholders will not have preemptive rights.

The shareholders may, by bylaw provision or by shareholders' agreement, impose such restriction(s) on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

ARTICLE IV

This corporation will have an effective date of January 1, 2003.

ARTICLE V

The principal office of the corporation initially will be at 9818 Moorings Drive, Jacksonville, FL 32257. The principal office may be moved to any address that the Board of Directors will choose, provided however that the principal office will be in the State of Florida.

ARTICLE VI

The initial number of directors of the corporation will be two (2). The number of directors may be changed by bylaw adopted by the shareholders, provided however that the number of directors will never be less than one (1).

ARTICLE VII

The initial Board of Directors will be elected by the incorporator at the organizational meeting.

ARTICLE VIII

The name and address of the incorporator and person signing these Articles of Incorporation are:

Name
Howard A. Caplan

Address
3900 Atlantic Blvd.
Jacksonville, FL 32207

ARTICLE IX

No contract or other transaction between this corporation and any other corporation will be affected by the fact that any director of this corporation is interested in or is a director or officer of such other corporation. Every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way.

ARTICLE X

This corporation will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans. This corporation will have the power to make loans, secured or unsecured, to its shareholders, providing said shareholders are active employees of the corporation.

ARTICLE XI

The corporation will indemnify any and all persons who may serve or who have served at any time as directors or officers, who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another

corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation except in relation to matters as to which any such director or officer or former director or officer or person will be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise, and the corporation will indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida.

ARTICLE XIII

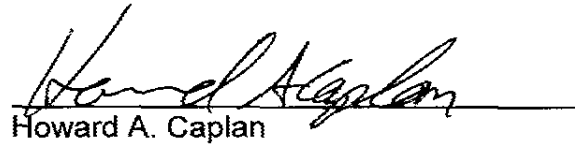
The registered office will be and the registered agent at that same address are:

Agent
Howard A. Caplan, Attorney, P. A.

Registered Office Address
3900 Atlantic Blvd.
Jacksonville, FL 32207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles

of Incorporation, this 30th day of December, 2002.


Howard A. Caplan

ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provisions of said law relative to keeping open said office.

Dated this 30th day of December, 2002.

HOWARD A. CAPLAN, ATTORNEY, P.A.


Howard A. Caplan President

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CLERK OF STATE
TALLAHASSEE FLORIDA