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(Requestor's Name)

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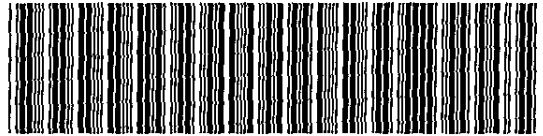
(Business Entity Name)

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## MEMO

FEDERAL EXPRESS DELIVERY

To: Department of State  
Division of Corporations  
State of Florida  
409 E. Gaines Street  
Tallahassee, Florida 32399  
Tel: 1-850-245-6052

From: Guenter Jaensch  
964 Alamanda Drive,  
Delray Beach, Florida 33483  
Tel: 1-561-276-8032  
Fax: 1-561-265-3753  
Email: [ghj964@aol.com](mailto:ghj964@aol.com)

Date: February 5, 2003

Re: Proposed Incorporation for PHOENIX DEVELOPMENT ASSOCIATES, INC.

Gentlemen:


Enclosed are proposed Articles of Incorporation for the above named corporation, which also designates a registered agent and place of business.

Also, enclosed is a bank check for \$87.50 for the following charges and fees:

Filing and receiving charter	\$	35.00
Certified copy of charter		8.75
Registered Agent fee		35.00
Certificate of Status		8.75
TOTAL	\$	87.50

If additional information is needed or if additional charges are to be made, please telephone me collect at the above stated telephone number. Please issue the charter for the corporation and return to me a certified copy of the charter and certificate of status to the above stated address.

For convenience, we also enclose herewith a prepaid envelope for return by Federal Express.

  
Guenter H. Jaensch

**ARTICLES OF INCORPORATION  
FOR  
PHOENIX DEVELOPMENT ASSOCIATES, INC.**

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**ARTICLES OF INCORPORATION**

The undersigned incorporator, for the purpose of forming a corporation, under Florida Law in compliance with the Florida Statutes hereby adopts the following articles of incorporation for a corporation for profit.

**ARTICLE I NAME**

The name of the corporation shall be:

PHOENIX DEVELOPMENT ASSOCIATES, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is:

964 Alamanda Drive,  
Delray Beach, Florida 33483  
Telephone: 1-561-276-8032

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

1. To engage in all lawful commercial activity including but not limited to the following, to wit:

(a) land development and related items.

(b) to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

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(c) to conduct business in, have one or more offices, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

(d) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) to purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) to endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) to become guarantor or surety for any other person, firm, or corporation for any purpose or transaction whatsoever.

(h) to make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

(i) to adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees, and directors and to grant such stock options to officers, employees, directors and others as the directors may deem to be in the best interest of the company.

(j) to enjoy all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

2. The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

#### **ARTICLE IV SHARES**

The number of shares of stock that this corporation is authorized to have at any one time is:

One Thousand (1,000) with a par value of \$1.00 per share.

#### **ARTICLE V REGISTERED AGENT**

The name and Florida street address of the registered agent is as follows, to wit:

Guenter H. Jaensch  
964 Alamanda Drive,  
Delray Beach, Florida 33483  
Telephone: 1-561-276-8032

#### **ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Guenter H. Jaensch  
964 Alamanda Drive,  
Delray Beach, Florida 33483  
Telephone: 1-561-276-8032

#### **ARTICLES VIII – TERM**

This corporation shall have perpetual existence

#### **ARTICLE IX – ADDRESS**

The Board of Directors may from time to time move the principal office for the corporation to any place in State of Florida.

#### **ARTICLE X – NUMBER OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by unanimous vote by the Board of Directors, but shall never be less than one, and shall never be more than nine.

#### **ARTICLE XI - PREEMPTIVE RIGHTS FOR SHAREHOLDERS**

All shareholders of stock in the corporation shall have preemptive rights.

## ARTICLE XII- MISCELLANEOUS

The Miscellaneous provisions are as follows:

a. This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, and any right conferred upon the stockholders is subject to this reservation.

b. The initial by-laws of this corporation shall be adopted by the directors. The by-laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any by-law adopted by the stockholders.

c. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

d. The stockholders may, by by-law provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

e. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person or by proxy at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

f. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

h. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

### ARTICLE XIII- COMPENSATION

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which is owned shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors-not involved in the matter in controversy (whether or not a quorum) that it was to the best interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise.

this

G. H. Jaensch  
Signature/Incorporator  
Guenter H. Jaensch  
964 Alamanda Drive,  
Delray Beach, Florida 33483  
Telephone: 1-561-276-8032

2/6/03  
Date

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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

G. H. Jaensch  
Signature/Registered Agent  
Guenter H. Jaensch  
964 Alamanda Drive,  
Delray Beach, Florida 33483  
Telephone: 1-561-276-8032

2/6/03  
Date