

P0300005/223

(Requestor's Name)



(Address)

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(Business Entity Name)

(Document Number)

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April 29, 2003

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314-6327

Re: PHOENIX ENTERTAINMENT, INC.

Dear Sir or Madam:

I enclose the original and one copy of the Articles of Incorporation for Phoenix Entertainment, Inc. and the Certificate Designating Place of Business or Domicile for the Service of Process, along with this firm's check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>
TOTAL:	\$78.75

Please return the certified copy to the attention of the undersigned once the Articles have been filed. Thank you for your assistance in this matter.

Very truly yours,

James R. Lussier

Encl.

cc: Alicja Kochanowicz (w/encl.)

ARTICLES OF INCORPORATION
OF
PHOENIX ENTERTAINMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is PHOENIX ENTERTAINMENT, INC.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$0.001 per share.

ARTICLE IV

The street address and the mailing address of the place of business of the Corporation is 4630 S. Kirkman Road, #213, Orlando, Florida 32811. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 4630 S. Kirkman Road, #213, Orlando, Florida 32811, and the name of the Corporation's initial registered agent to receive service of process is Alicja Kochanowicz.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the Director is:

Alicja Kochanowicz
4630 S. Kirkman Road, #213
Orlando, Florida 32811

ARTICLE VI

The name and address of the incorporator is Alicja Kochanowicz, 4630 S. Kirkman Road, #213, Orlando, Florida 32811.

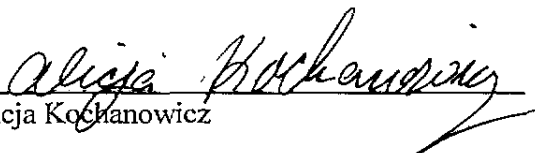
ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

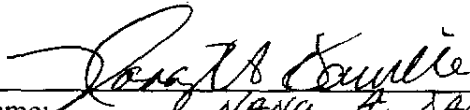
The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: April 29, 2003.


Alicja Kochanowicz

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on April 29, 2003, by Alicja Kochanowicz. She is personally known to me or has produced Fla. Driver license (type of identification) as identification.


Name: NANCY A. DARVILLE
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

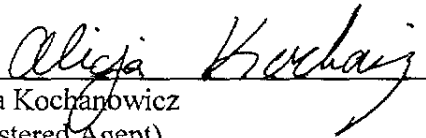
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PHOENIX ENTERTAINMENT, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 4630 S. Kirkman Road, #213, Orlando, Florida 32811, Orange County, State of Florida, has named Alicja Kochanowicz as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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



Alicja Kochanowicz
(Registered Agent)