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James P. Hayes, Esquire
2401 West Bay Drive
Suite 101
Largo, Florida 33770

(Address)

(City/State/Zip/Phone #)

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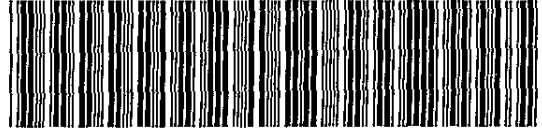
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08/1/03

Articles of Incorporation
of
Phoenix Industries International, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of the Corporation is set forth above.

2. Principal Office and Registered Agent.

Its registered office and principal office in the State of Florida is 2401 West Bay Drive, Suite 101, Largo, Florida 33770. The name of its registered agent at such address is Russell K. Smith.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 10,000, all of which are to be common stock with no par value.

5. Incorporator and Initial Officers and Directors.

The name and mailing address of the incorporator is Russell K. Smith, 2401 West Bay Drive, Suite 101, Largo, Florida 33770. The initial officer and director is Russell K. Smith. The initial officer and director shall hold office for the first year of the corporations existence or until successors are elected.

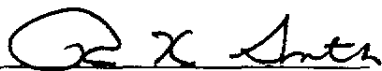
6. Existence.

The Corporation is to have perpetual existence.

7. Liability of Stockholders.

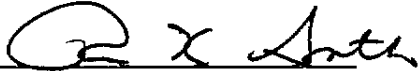
The private property of the stockholders shall not be subject to the payment of corporate debts.

THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 7th day of July, 2003.



Russell K. Smith

Certificate Designating Registered Agent and Office

Phoenix Industries International, Inc., designates Russell K. Smith as its Registered Agent and the Registered Office of the Registered Agent in Florida is 2401 West Bay Drive, Suite 101, Largo, Florida 33770.


Russell K. Smith

I, Russell K. Smith, having been named to accept service of process for the above named Corporation, at the place designated above in this certificate, and I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of section 607.325 Florida Statutes.


Russell K. Smith

Dated July 7, 2003

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