

**Electronic Articles of Incorporation
For**

P04000136358
FILED
September 30, 2004
Sec. Of State
tburch

PHOENIX REALTY HOLDINGS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PHOENIX REALTY HOLDINGS, INC.

Article II

The principal place of business address:

101 NORTH CLEMATIS STREET
SUITE 503
WEST PALM BEACH, FL. US 33401

The mailing address of the corporation is:

101 NORTH CLEMATIS STREET
SUITE 503
WEST PALM BEACH, FL. US 33401

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1,000 COMMON SHARES @ \$.01 PAR VALUE

Article V

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

PATRICK J DISALVO
101 NORTH CLEMATIS STREET
SUITE 503
WEST PALM BEACH, FL. 33401

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: PATRICK J. DISALVO

Article VI

The name and address of the incorporator is:

PATRICK J. DISALVO
101 NORTH CLEMATIS STREET
SUITE 503
WEST PALM BEACH, FL 33401

Incorporator Signature: PATRICK J. DISALVO

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PS
PATRICK J DISALVO
101 NORTH CLEMATIS STREET, SUITE 503
WEST PALM BEACH, FL. 33401 US

Title: CEO
PATRICK J DISALVO
101 NORTH CLEMATIS STREET, SUITE 503
WEST PALM BEACH, FL. 33401 US

Title: AS
JACK FIEDOR
101 NORTH CLEMATIS STREET, SUITE 503
WEST PALM BEACH, FL. 33401 US

Title: CFO
JACK FIEDOR
101 NORTH CLEMATIS STREET
WEST PALM BEACH, FL. 33401 US