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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PHOENIX SYSTEMS HOLDINGS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

PHOENIX SYSTEMS HOLDINGS, INC.

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2005 DEC -9 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows:

ARTICLE I - NAME

The name of this corporation is: PHOENIX SYSTEMS HOLDINGS, INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be.

A) Primarily to engage in the business of Internet services provider and in general to perform any duties related

B) to purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore its own stock, bonds, and other obligations;

C) to purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation;

D) This Corporation shall have the power to conduct its business in all of its branches in the State of Florida, or in any other State or territory of the United States, or in the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of said corporation, or to promote any of the subjects or objects for which the corporation is formed.

E) The foregoing enumeration of any or all or a combination of either of the specific powers lettered A) through D) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation, and therefore the corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of the State of Florida.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

A) The maximum number of shares of stock that this Corporation is authorized to issue at any time is one thousand (1,000) shares, at one dollar (\$1.00) par value.

B) All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

C) The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

ARTICLE V - REGISTERED OFFICE AND AGENT

- A) The street address of the initial registered office of this Corporation is.
7106 W 29 Way Hialeah, Fl 33018
- B) The name of the initial registered agent of this Corporation at the above
Leonardo Otero

address is:

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Leonardo Otero	Ramon Otero Jr	Juan Rivera
7106 W 29 Way	7106 W 29 Way	11902 NW 3 Ave
Hialeah, Fl 33018	Hialeah, Fl 33018	Miami, Fl 33168

ARTICLE VII - OFFICERS

The Corporation shall have a President, a Vice-President, a Secretary and a Treasurer, and may also have one or more additional Vice-Presidents, Assistant Secretaries, and Assistant Treasurers, and such other officers and agents as may be deemed necessary. All officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws. The same person may hold two or more offices.

ARTICLE VIII - INCORPORATORS & OFFICERS

The names and addresses of the persons signing these Articles are as follows:

Leonardo Otero President	Ramon Otero Jr Treasurer	Juan Rivera Jr
7106 W 29 Way	7106 W 29 Way	Secretary
Hialeah, Fl 33018	Hialeah, Fl 33018	11902 NW 3 Ave
		Miami, Fl 33163

ARTICLE IX - AMENDMENTS

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Florida Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X - PREEMPTIVE RIGHTS

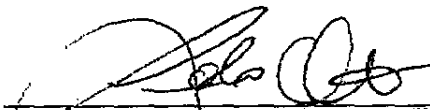
This Corporation elects to have preemptive rights.

ARTICLE XI - PRINCIPAL OFFICE

At present, the principal office of this Corporation is:
7106 W 29 Way Hialeah, Fl 33018

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of

Incorporation this 7th day of December, 2005



LEONARDO OTERO, President Registered Agent



RAMON OTERO JR, Treasurer

x 

JUAN RIVERA, JR, Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI DADÉ)

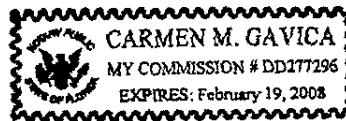
Before me, a Notary Public duly authorized to take acknowledgments in the State
and county set forth above, personally appeared Leonardo Otero, Ramon Otero Jr
and Juan Rivera Jr
 , known to me and known by me to be the persons who executed
the foregoing Articles of Incorporation, and they acknowledged before me that they
executed those Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official
seal, in the state and county aforesaid, on this 7th day of December, 2005

Carmen M. Gavica

NOTARY PUBLIC, State of Florida

My Commission Expires:



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

Pursuant to the Florida Business Corporation Act, the following is submitted in compliance with said Act:

First, that: ~~Phoenix Systems Holdings Inc~~ ^{desiring to organize} under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County _____, State of Florida, has named Leonardo Otero _____ as its Registered Agent to accept the service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept Service of Process for the above-stated Corporation at the place designated in this certificate, and pursuant to FLA. STAT. 607.0501(3), I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office. I am familiar with, and accept, the obligations of said office.


LEONARDO OTERO
Registered Agent