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Division of Corporations

CAPITAL CONNECTION

NO. 1591 P. 1 of 1

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PHOENIX PROPERTIES OF LOCKHART, INC.

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CAPITAL CONNECTION

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Florida NO. 6591st P. 2State



April 12, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

YOUR CAPITAL CONNECTION, INC.

SUBJECT: PHOENIX PROPERTIES OF LOCKHART, INC.
REF: W06000017382

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

FAX Aud. #: H06000097109
Letter Number: 006A00024762

ARTICLES OF INCORPORATION
OF
PHOENIX PROPERTIES OF LOCKHART, INC.

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation shall be PHOENIX PROPERTIES OF LOCKHART, INC. The principal address of the Corporation is PHOENIX PROPERTIES OF LOCKHART, INC., 5608 4TH STREET, LOCKHART, FL 32810

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The corporation is authorized to issue One Hundred (1,000) shares of capital stock, all of one class, at One Dollar (\$1.00) par value.

All shares of the corporation are subject to the following restrictions:

(A) OFFER: Before there can be a valid sale, encumbrance, disposition or transfer of any of the shares of the corporation by any holder thereof, such

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holder shall first offer said shares to the corporation and then to the other shareholders in the following manner:

1. Such offering shareholder shall deliver a notice in writing by certified mail, return receipt requested, or by hand delivery to the Secretary of the corporation stating the price, terms, and conditions of such proposed sale, encumbrance, disposition or transfer, the number of shares to be sold, encumbered, disposed of or transferred, and his intention to so sell, encumber, dispose of or transfer such shares. The Secretary shall furnish each and every holder of any outstanding shares notice of this offer, within five (5) business days, by sending notice of the offer by certified mail return receipt requested, or by actual delivery. Within sixty (60) days from the date of the aforementioned delivery of the notice to the corporation by the offering shareholder, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice, or for such shares' book value, whichever is less; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. The term "book value" shall mean the value of the capital stock of the corporation as shall be determined by the corporation's accountant in accordance with generally accepted accounting principles, giving due regard to prior accounting methods of the corporation. The date of determination of "book value" shall be the day the offer is delivered to the Secretary of the corporation as set forth herein. If the corporation and the offering shareholder are unable to agree as to the "book value" of the shares in question, the matter shall be submitted by the corporation and the offering shareholder to arbitration as follows: The corporation and the offering shareholder shall each appoint a Certified Public Accountant and the so appointed Certified Public Accountants shall then appoint an impartial Certified Public Accountant, and the decision of the said impartial Certified Public Accountant shall be final and binding upon the corporation, shareholder, their heirs, assigns, personal representatives, executors and administrators unless an action is filed in

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a court of competent jurisdiction within ten (10) days of the rendition of the arbitrator's decision. The cost of the impartial Certified Public Accountant shall be borne equally by the parties unable to reach agreement hereunder. Should the corporation fail to purchase the shares at the expiration of the sixty (60) day period, or prior thereto decline, in writing, to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail by certified mail, return receipt requested, or hand deliver to each of the other shareholders of record a copy of the notice given by the offering shareholder to the Secretary, notifying the shareholders that the corporation had failed or declined to purchase the offered shares. Such notice may be delivered to the other shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within sixty (60) days after the mailing or delivering of the copies of the offer to the shareholders with notice of the corporations declination or failure to purchase the offered shares, any such shareholder or shareholders desiring to acquire any part of all the shares referred to in the notice shall deliver by certified mail, return receipt requested, to the Secretary of the corporation a written acceptance, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice or for such shares' book value, whichever is less. The offering shareholder and the accepting shareholder(s) are free to negotiate such other price and terms for the transfer of the shares from the offering shareholder to the accepting shareholder upon terms mutually agreeable between them. Upon acceptance of the offer, or upon a final agreement being otherwise reached, the purchasing shareholder shall have five (5) business days to tender the full purchase price to the offering shareholder, and the offering shareholder shall accept the said price and deliver the shares to the accepting shareholder, with written evidence of the transfer being executed by both parties.

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2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be so notified in writing by the corporation and shall be entitled to purchase such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares. The Shareholders shall have thirty (30) days from the date of receipt of such notice, within which to accept the offer to purchase part of the excess shares.

3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder shall be notified in writing of such excess and each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment. The shareholders shall have thirty (30) days from the date of receipt of such notice, within which to accept the offer to purchase part of the excess shares.

4. If within the time allowed above, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the excess shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell, encumber, dispose of or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the Corporation.

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5. A written offer, as required in this ARTICLE FOUR to be given to the corporation by an offering shareholder to the corporation, shall be made prior to any proposed passage, encumbrance, or disposition of any share whatsoever, including, but not limited to, passage, encumbrance or disposition by sale, delivery, assignment, gift, exchange, transfer, distribution by a personal representative, or distribution by a trustee. In the case of death of any person owning share in the corporation, his personal representative, executor or administrator shall make a written offer to the corporation prior to any distribution, passage, encumbrance, or disposition of share, such offer to be made as soon as practicable, but in any event within ninety (90) days after the date of death. In case of the passage, encumbrance or disposition of share in any voluntary or involuntary manner whatsoever, including, but not limited to passage, encumbrance or disposition in the manner mentioned above as well as under judicial order, legal process, execution, attachment, enforcement or a pledge of trust, or encumbrance or sale under any of them, the purchaser or one to whom the share passes or is disposed of, shall make a written offer to the corporation within thirty (30) days after the passage, encumbrance, or disposition, if an offer had not previously been made in connection with the passage, encumbrance or disposition in conformity herewith.

(B) SHAREHOLDERS' OBLIGATION: Any shareholder who desires to sell his shares shall be required to fully comply with this ARTICLE FOUR by first offering his shares to the corporation and then to the remaining shareholders at the price and on the terms herein provided, and any purchasing shareholder shall take the shares subject to the same terms, conditions, and provisions that are set forth herein. Additionally, any shareholder, or his or her heirs, executives, or assigns, must relinquish and transfer to the corporation their shares of this corporation for One Dollar (\$1.00) per share in the event all of the remaining shareholders so demand in writing within ten (10) days of such demand.

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(C) STOCK ENDORSEMENT: Each share of stock issued subject to these Articles of Incorporation shall be endorsed as follows:

"The shares of stock evidenced by this certificate and the transfer thereof are subject to all restrictions and options in regard to its purchase, pledge, hypothecation, gift, encumbrance or transfer by the provisions contained in the corporation's Articles of Incorporation, a copy of which is on file in the Registered Office of the corporation and with the Florida Secretary of State, that any shareholder desiring to sell all or a part of his shares in the corporation must first offer it to the corporation and then to the other shareholders in a manner their set forth before selling, encumbering, transferring or otherwise disposing of it to a nonshareholder. The shares of this corporation, and the voting rights thereof, are further restricted by a shareholder's agreement, a copy of which is on file in the Registered Office of the corporation."

ARTICLE FIVE

The corporation shall not have any directors. The business of the corporation shall be managed by the shareholders in conformance with these Articles.

(a) SHAREHOLDER QUORUM AND VOTING: A minimum of Eighty percent (80%) of the outstanding shares of all stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a minimum of Seventy Five percent (75%) of the outstanding shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. Shareholders shall be deemed present at any meeting if a conference by telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used, so long as all parties to the communication are aware that the shareholders' meeting is called to order.

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(b) **INFORMAL ACTION:** If all shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders.

ARTICLE SIX

The corporation shall be allowed to indemnify any officer, or former officer, to the full extent permitted by law.

ARTICLE SEVEN

The power to adopt, alter, amend or repeal the by-laws of this corporation or these Articles of Incorporation shall be vested in the shareholders.

ARTICLE EIGHT

The date the corporate existence of this corporation shall commence on the date these articles are filed.

ARTICLE NINE

The names of the Incorporators signing these Articles of Incorporation are:

TIMOTHY ALTIZER
5608 4TH STREET
Lockhart, Florida 32810


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ARTICLE TEN

The name of the initial registered agent and the address of the initial registered office is:

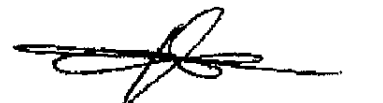
ROGER B. BUTCHER
BENITEZ & BUTCHER, P.A.
1223 East Concord Street
Orlando, Florida 32803

IN WITNESS HEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 11th day of April, 2006.


TIMOTHY ALTIZER
5608 4TH STREET
Lockhart, Florida 32810

REGISTERED AGENT

I hereby accept the appointment as Registered Agent for the above-named corporation.


ROGER B. BUTCHER
BENITEZ & BUTCHER, P.A.
1223 East Concord Street
Orlando, Florida 32803

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