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Fax Number : (850) 205-0381

From:
Account Name : RICARDO A. ROIG, P.A.
Account Number : I20020000054
Phone : (813) 876-0088
Fax Number : (813) 876-0445

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Phoenix Rising Enterprises, Inc.

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**ARTICLES OF INCORPORATION
OF
PHOENIX RISING ENTERPRISES, INC.**

The undersigned subscriber hereby files these Articles of Incorporation with the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit in accordance with the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

**ARTICLE I
NAME AND MAILING ADDRESS OF CORPORATION**

The name of this corporation is PHOENIX RISING ENTERPRISES, Inc. (the "Corporation"). The mailing address of the Corporation is 4023 North Armenia Avenue, Suite 400, Tampa, Florida 33607.

**ARTICLE II
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

**ARTICLE III
CORPORATE EXISTENCE AND DURATION**

The period of duration of the Corporation shall be perpetual commencing on the date that the Articles of Incorporation are accepted for filing by the Secretary of State of the State of Florida.

**ARTICLE IV
CORPORATE PURPOSE**

The Corporation may engage in any business or activities which are permitted under the laws of the State of Florida, the laws of the United States of America, and the laws of any state or territory in which the Corporation does business or otherwise engages in activities.

**ARTICLE V
INITIAL DIRECTOR**

The initial director for the Corporation will be:

Ricardo A. Roig
4023 North Armenia Avenue, Suite 400
Tampa, Florida 33607

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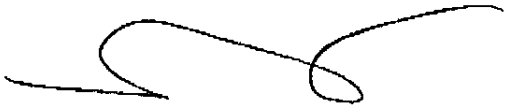
ARTICLE VI
Initial Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is 4023 North Armenia Avenue, Suite 400, Tampa, Florida 33607, and the initial registered agent is Ricardo A. Roig, Esq. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may, from time to time, change the registered agent of the Corporation.

ARTICLE VII
NAME AND ADDRESS OF INCORPORATOR

The name and street address of the incorporator is Ricardo A. Roig, 4023 North Armenia Avenue, Suite 400, Tampa, Florida 33607.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of August, 2006.



Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

The undersigned, having been designated as the Registered Agent in the above Articles of Incorporation and having an office at the address specified in those Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Ricardo A. Roig, Esq.

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