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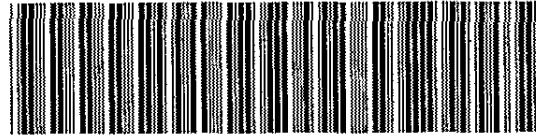
(Business Entity Name)

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THEODORE DANIELS

*Attorney at Law*

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TELEPHONE (561) 451-3800  
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MEMBER:  
FLORIDA BAR  
NEW YORK BAR

NEW YORK OFFICE

585 STEWART AVENUE  
GARDEN CITY, NY 11530  
(516) 745-6000

January 18, 2007

Department of State  
Division of Corporations  
P.O. Box 5327  
Tallahassee, Florida 32314

Re: Articles of Incorporation  
**Phoenix Operating Corp.**

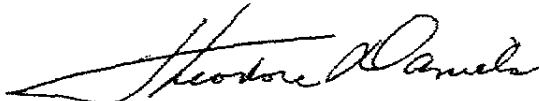
Dear Sirs and Mesdames:

We enclose Articles of Incorporation for Phoenix Operating Corp for filing and return of receipt.

A check in the amount of \$125.00 representing the filing fee is also enclosed. Kindly forward your receipt for which a stamped self addressed envelope is attached.

Thank you.

Very truly yours,

  
Theodore Daniels

td/mt

FILED  
JAN 23 2007  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

*of*

**PHOENIX OPERATING CORP.**

FILED  
07 JUN 30 11:14:17  
MILLER

Filed by:

Theodore Daniels, Esq.  
1101 South Rogers Circle, Suite 10  
Boca Raton, Florida 33487  
(561) 451-3800

**ARTICLES OF INCORPORATION**  
**OF**  
**PHOENIX OPERATING CORP..**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of the corporation shall be **PHOENIX OPERATING CORP.**

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the corporation shall be:

1101 South Rogers Circle, #10  
Boca Raton, Florida 33487

ARTICLE III- CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100), all of which shall be common and of no par value.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent's name and home address is:

Theodore Daniels, Esq.  
11152 Boca Woods Lane  
Boca Raton, Florida 33428


ARTICLE V-INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

RECORDED  
07 JAN 30 2011:47  
FILED

Glenn Levins  
1101 South Rogers Circle, #10  
Boca Raton, Florida 33487

The undersigned has executed these Articles of Incorporation the 22 day of January, 2007.

  
\_\_\_\_\_  
Glenn Levins,  
Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Article 607.0501, Florida Statutes, the undersigned Corporation organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

1. The name of the corporation is: **Phoenix Operating Corp.**
2. The name and home address of the registered agent and office is:

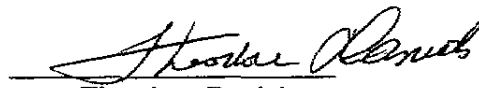
Theodore Daniels, Esq.  
11152 Boca Woods Lane  
Boca Raton, Florida 33428

Signature:   
\_\_\_\_\_  
Glenn Levins

Title: President

Date: January 22, 2007

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Theodore Daniels

January 22, 2007.

07 JAN 30 2007 11:47  
11:47