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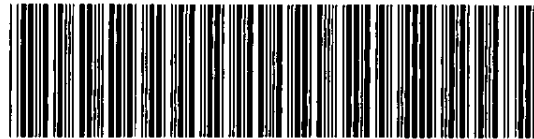
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight NOV 15 2007

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November 9, 2007

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

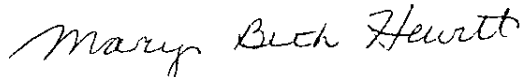
In re: Phoenix Harbor Cove, Inc.  
Phoenix Holdings & Investments, Inc.

Dear Sir or Madam:

On behalf of our above-referenced clients, enclosed for filing are the original and two copies each of Articles of Incorporation. Also enclosed are two checks, each in the amount of \$78.75 representing the filing fee, the designation of registered agent fee and the fee to issue a certified copy. A self-addressed stamped envelope is provided for your convenience in forwarding the certified copies to us.

If you have any comments or questions, please feel free to contact me at the number above. Thank you for your assistance in this matter.

Very truly yours,



Mary Beth Hewitt  
OSBA Certified Paralegal

MBH/14548

Enclosures

c: Mr. Clifford M. Bishop  
Richard A. Broock, Esq.  
Lisa S. Pierce, Esq.

**ARTICLES OF INCORPORATION**

**OF**

**PHOENIX HARBOR COVE, INC.**

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AND  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the Corporation shall be **Phoenix Harbor Cove, Inc.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 216 Tahlequah Trail, Springboro, Ohio 45066.

**ARTICLE III- GENERAL PURPOSE**

The purpose for which the Corporation is organized shall be to conduct and transact any and all lawful business authorized and not prohibited by The Florida Business Corporation Act, as the same may be, from time to time, amended.

**ARTICLE IV - SHARES**

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding is Ten Thousand (10,000) which shall be designated Common Shares, without par value.

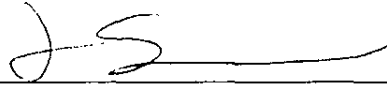
**ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation in the State of Florida is 1200 S. Pine Island Road, Plantation, FL 33324. The name of the initial registered agent of the Corporation at such address is CT Corporation System.

**ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the Corporation are Lisa S. Pierce, 10 Courthouse Plaza SW, Suite 1100, Dayton, OH 45402.

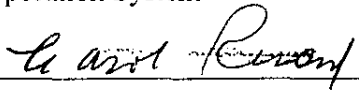
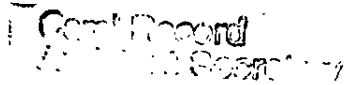
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Dayton, Ohio, this 8<sup>th</sup> day of November, 2007.

  
\_\_\_\_\_  
Lisa S. Pierce, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, CT Corporation System, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0505 of The Florida Business Corporation Act.

CT Corporation System

By:   
\_\_\_\_\_  


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