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FLORIDA PROFIT/NON PROFIT CORPORATION  
PHOENIX BAY INC.

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## ARTICLES OF INCORPORATION

OF

PHOENIX BAY INC.

### Article I

#### Name

The name of the corporation is Phoenix Bay Inc.

### Article II

#### Duration

The Corporation shall have perpetual existence.

### Article III

#### Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

### Article IV

#### Address

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

c/o The Bonita Bay Group  
9990 Coconut Road, Suite 200  
Bonita Springs, FL 34135-8488

### Article V

#### Capital Stock

The corporation is authorized to issue 202 shares of capital stock, two of which shares shall be voting common stock, par value \$1.00 per share, and 200 of which shares shall be non-voting common stock, par value \$1.00 per share. The holders of voting common stock shall have sole right to vote in the election of directors of the corporation and, except to the extent prohibited by the Florida Business Corporation Act, as amended, the sole right to vote on all other matters which may be voted upon by the shareholders of the

corporation; and the holders of non-voting common stock, except to the extent prohibited by said Act, shall have no voting rights. Except as set forth in the last preceding sentence, the preference and relative rights of all shares of voting common stock and non-voting common stock shall be identical, and no share shall have preference over any other share with respect to distributions of dividends or assets of the corporation upon dissolution or otherwise.

#### Article VI

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is c/o The Bonita Bay Group, 9990 Coconut Road, Suite 200, Bonita Springs, FL 34135-8488 and the name of the initial registered agent of the corporation at that office is Gary Dumas. Pursuant to Section 607.0501 (3), Florida Statutes, a written acceptance is attached.

#### Article VII

##### Incorporator

The name and address of the person signing these Articles:

R. Leigh Duemler

215 Nightingale Trail  
Palm Beach, Florida 33480

#### Article VIII

##### Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### Article IX

##### Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850 (1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or others matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceeding and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an

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officer, director, employee or agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article X

##### Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder (s) is subject to this reservation.

#### Article XI

##### Bylaws

The Bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the Board of Directors.

#### Acceptance of Appointment as Registered Agent

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, the undersigned hereby states that the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.*

By: 

Mr. Gary Dumas  
Registered Agent

Date

11/18/2010

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*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

By: R. L. Duemler  
R. Leigh Duemler, Esq.  
Incorporator

11/18/10  
Date