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STONE AND GERKEN, P.A.

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FLORIDA PROFIT/NON PROFIT CORPORATION

Michael's Phoenix, Inc.

Certificate of Status	0
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Page Count	02
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
MICHAEL'S PHOENIX, INC.**

The Undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is "MICHAEL'S PHOENIX, INC."

ARTICLE II - PRINCIPAL OFFICE

The physical street address in Florida for the principal office of the corporation is 503 E. Orange Avenue, Eustis, Florida 32726. The mailing address of the corporation is 503 E. Orange Avenue, Eustis, Florida 32726.

ARTICLE III - SHARES

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock, all of which shall be common shares without par value.

Initial issue. One hundred (100) shares of the Capital Stock of the corporation shall be the initial issue.

Stated capital. The sum of the issue value of all shares of Capital of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or in shares of the capital stock of the corporation.

ARTICLE IV - DIRECTORS

The initial board of directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS

The name and address of the initial officers and directors who shall serve as officers and/or directors until the first annual meeting of

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Articles of Incorporation

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shareholders, or until their successor(s) shall have been elected and qualified is as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
MICHAEL R. THOMAS	Director President Secretary/ Treasurer	503 E. Orange Avenue Eustis, Florida 32726

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

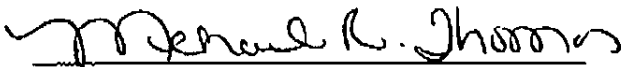
The name and Florida street address of the initial registered agent is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL R. THOMAS	503 E. Orange Avenue Eustis, Florida 32726

ARTICLE VII - INCORPORATORS

The name and address of the person who is incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL R. THOMAS	503 E. Orange Avenue Eustis, Florida 32726

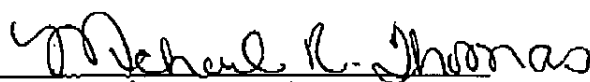

Michael R. Thomas, Incorporator

6/2/2011
Date

ARTICLE VIII - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

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.


Michael R. Thomas, Registered Agent

6/2/2011
Date

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