

**Electronic Articles of Incorporation
For**

P12000069973
FILED
August 14, 2012
Sec. Of State
rdunlap

FENIX GROUP USA INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

FENIX GROUP USA INC

Article II

The principal place of business address:

1935 MEADOW POND WAY
KISSIMMEE, FL. 32824

The mailing address of the corporation is:

1935 MEADOW POND WAY
ORLANDO, FL. 32824

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10000

Article V

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

LUIS A URRIBARRI
1935 MEADOW POND
ORLANDO, FL. 32824

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: LUIS URRIBARRI

Article VI

The name and address of the incorporator is:

LUIS URRIBARRI
1935 MEADOW POND WAY

ORLANDO , FL 32824

Electronic Signature of Incorporator: LUIS URRIBARRI

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JUAN C ORTEGA
1935 MEADOW POND WAY
ORLANDO, FL. 32824

Title: VP
LUIS URRIBARRI
1935 MEADOW POND WAY
ORLANDO, FL. 32824

Title: MG
FENIX GROUP VENEZUELA CA
82 / 13 EDIF DONA PAULA
MARACAIBO VENEZUELA, VE. 40010 00

Article VIII

The effective date for this corporation shall be:

08/14/2012