

RONALD E. COTTERILL, P. A.

ATTORNEY AT LAW

NORTHEAST PROFESSIONAL CENTER

1519 N. Dale Mabry, Suite 100, Lutz, Florida 33549

ADMITTED TO PRACTICE
FLORIDA
TEXAS (INACTIVE)

P95000017413

(813) 949-1681

February 15, 1995

Secretary of State
Corporate Charter Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: PHOENIX TECHNOLOGIES, Inc


Dear Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-named corporation, along with a check in the amount of \$122.50 to cover your corporate fees and copy charges.

Please file this corporation with your office and return same to me at the above address at your earliest convenience.

Your cooperation is appreciated.

Very truly yours,


Ronald E. Cotterill

SENT BY MAIL 4 1 10 05 PM
-02/24/95- 11071 402
****122.50 ****122.50

REC/pha
Enclosures

2/15 — 4045



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 22, 1995

RONALD E. COTTERILL, P.A.
NORTHFORK PROFESSIONAL CENTER
1519 N. DALE MABRY, SUITE 100
LUTZ, FL 33549

SUBJECT: PHOENIX TECHNOLOGIES, INC.
Ref. Number: W95000004045

We have received your document for PHOENIX TECHNOLOGIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 195A00008053

RONALD E. COTTERILL, P.A.

Attorney at Law
Northfork Professional Center
1515 N. Dale Mabry, Suite 100, Tampa, Florida 33610

ADMITTED TO PRACTICE:
FLORIDA
TEXAS (INACTIVE)

(813) 949-3081

February 28, 1995

Secretary of State
Corporate Charter Division
Post Office Box 8327
Tallahassee, Florida 32314

Re: PHOENIX TECHNOLOGICAL SERVICES, INC.

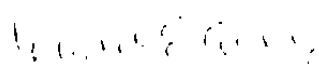
Dear Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-named corporation, along with a check in the amount of \$122.50 to cover your corporate fees and copy charges.

Please file this corporation with your office and return same to me at the above address at your earliest convenience.

Your cooperation is appreciated.

Very truly yours,


Ronald E. Cotterill.

REC/pha
Enclosures

X PHOENIX TECHNOLOGICAL SERVICES, INC. 02/28/95

ARTICLES OF INCORPORATION
OF
PHOENIX TECHNOLOGICAL SERVICES, INC.

FILED
STATE OF FLORIDA
JAN 12 1963
TALLAHASSEE

The undersigned incorporator to these Articles of Incorporation, natural persons competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be PHOENIX TECHNOLOGICAL SERVICES, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares all of which shall be voting common stock of the par value of One (\$1.00) Dollar.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this corporation at a regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business will not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office and principal of this corporation is:

3520 STABLE RIDGE LANE
LAND O'LAKES, FL. 34639

The name of the initial registered agent of this corporation at the address listed above is JOSEPH L. BENEDICT.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and addresses of the initial directors of this corporation are as follows:

JOSEPH L. BENEDICT
3520 STABLE RIDGE LANE
LAND O'LAKES, FL. 34639

The name and address of the person signing these Articles of Incorporation is as follows:

JOSEPH L. BENEDICT
3520 STABLE RIDGE LANE
LAND O'LAKES, FL. 34639

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of this corporation
is as follows:

JOSEPH L. BENEDICT
3520 STABLE RIDGE LANE
LAND O'LAKES, FL. 34639

IN WITNESS WHEREOF the incorporator has hereunto set his hand
and seal, this 20TH day of FEBRUARY, 1995.

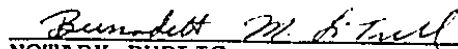

JOSEPH L. BENEDICT

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on this day before me, a Notary Public
duly authorized in the State of Florida, County of Pasco, to take
acknowledges, personally appeared JOSEPH L. BENEDICT described as
the incorporator in PHOENIX TECHNOLOGICAL SERVICES, INC., and he
executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed the same freely and
voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal at Pasco County, Florida,
this 28TH day of FEBRUARY, 1995.


NOTARY PUBLIC

My Commission Expires:



BERNADETTE M. LITRELL
My Commission CC354985
Expires Mar. 20, 1998
Bonded by HAI
800-422-1655

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 616.023, Florida Statutes, the following is submitted in compliance with said act:

That JOSEPH L. BENEDICT desiring to organize under the laws of the State of Florida as a corporation with its principal office, as indicated in its Articles of Incorporation, at 3520 STABLE RIDGE LANE LAND O'LAKES, FL. 34639 has named JOSEPH L. BENEDICT as agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and to comply with the provisions of said act relative to keeping open said office.



JOSEPH L. BENEDICT

RECEIVED
JAN 12 1968