P9500000 243 56 TRANSMITTAL LETTER

STORETARE OF STATE STATE AND STORES OF FLORIDA

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Phoen.	ix Fire-Pro, Inc	200001439662 -03/24/9501113001 ******78.75 *****78.75
	Proposed corporate name - must include suffix)	
Enclosed is an original for : \$70.00 Filing Fee	& Certified Copy Ce	poration and a check \$131.25 Tiling Fee, Trified Copy Certificate
FROM:	Donna Wright Name (printed or typed)	
	815 Virginia Drive	
	Address	
	Orlando, FL 32803	
	City, State & Zip	
	(407)895-5598	

PLEASE RETURN BY FEDERAL EXPRESS, LABEL ENCLOSED

NOTE: Please provide the original and one copy of the articles.

Daytime Telephone number

ARTICLES OF INCORPORATION

OF

PHOENIX FIRE-PRO, INC. (a corporation for profit)



The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE 1- NAME

The name of the Corporation shall be PHOENIX FIRE-PRO, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the Corporation is organized is to do all things that are not forbidden by the Florida Corporations Laws or by the other laws or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV- CAPITAL STOCK

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 500 shares of Capital Stock with a par value of \$ 1.00 per share.

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

Dividends. The holder(s) of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

ARTICLE V- REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 2916 N. Forsyth Rd. Winter Park. Florida 32792, and his signature below connotes acceptance of this designation.

ARTICLE VI- INCORPORATORS

The name and address of the initial incorporator is as follows:

NAME

ADDRESS

GREGORY A. SPROUL

2916 N. Forsyth Rd. winter Park, Florida 32792

ARTICLE VII- AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Article of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE VIII- PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any stock or services, from time to time, in addition to that stock authorized and issued by the Corporation.

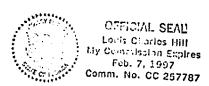
The preemptive right of any holder is determined by the ration of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation on the <u>23</u> day of <u>Marcy</u> 1995.

GRECORY A. SPROUL

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME. The undersigned authority personally appeared, , GREGORY A, SPROUL known to be the persons described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed to the same for the uses and purposes therein mentioned and set forth.



NOTARY PUBLIC

MY COMMISSION EXPIRES: FEB.7. 1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091. Florida Statutes, the following is submitted:

PHOENIX FIRE-PRO, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2916 N Forsyth Rd. Winter Park, Florida 32792, County of Orange, State of Florida, has named GREGORY A SPROUL located at 2916 N. Forsyth Rd. Winter Park, Florida 32792, as its agent to accept service of process within Florida.

Signature	Corporate Officer)	
Title	PRESIDENT	_
Date	03/23/95	

Having been named to accept service of process for the above stated Corporation, at the olace designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete

Signature	Gregory Sprowl	
	GREGORY A. SPROUL	
Title	PRESIDENT	
Date	03/23/95	