

795000040455

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8370

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOILE FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
CAPITAL CONNECTION
JAN 23 1995

AB 5/23/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN Will Pick Up 523 1100

RE: Phoenix Construction

Group, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate KII		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service _____		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority _____		
<input type="checkbox"/> Express Mail Prop. _____		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

000001496140
-05/23/95--01 034--001
***122.50 ***122.50

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CAPITAL CONNECTION
JAN 23 1995

FEE.....	
DISBURSED.....	
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

90 MAY 23 AM 9:45

Name of Corporation

THE UNDERSIGNED, acting as the Incorporator of a corporation under the "FLORIDA CORPORATION ACT" hereby adopts the following Articles of Incorporation for such Corporation.

CORPORATE NAME

The name of this Corporation is:

PHOENIX CONSTRUCTION GROUP, INC.

NATURE OF CORPORATE BUSINESS

This Corporation is organized for the purpose of transacting any and all lawful business associated with the rendering of construction services permitted under the laws of the United States and of the State of Florida.

CAPITAL STRUCTURE

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of ONE THOUSAND (1,000) shares of stock at no par value.

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have the preemptive rights to acquire their pro rata share of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares, including the reissue of treasury shares.

EXISTENCE

This Corporation shall have perpetual existence.

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The names of the original member of the board of Directors are:

MELANIE L. LEVERT
3684 A ROAD
LOXAHATCHEE, FL 33470

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SE MAY 23 AM 9:45

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

MELANIE L. LEVERT
3684 A ROAD
LOXAHATCHEE, FL 33470

REGISTERED AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Principal Office in the State of Florida are:

RONALD LEWIS, ESQ
5301 N. FEDERAL HIGHWAY
SUITE 150
BOCA RATON, FLORIDA 33487

AMENDMENT TO ARTICLES

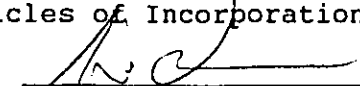
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Having been named Initial Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all the requirements of law pertaining thereto.



Signature of Registered Agent

IN WITNESS WHEREOF, I, the Incorporator have executed these Articles of Incorporation this date: May 18, 1995.



Signature of Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

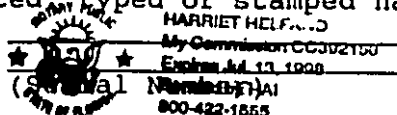
The foregoing instrument was acknowledged before me this 18th day of May, 1995 by Melanie L. Levert, as

Incorporator who is personally known to me or has produced
as identification and who did (not) take an
oath.

My commission expires:

July 13, 1999

Harriet Helfand
Notary Public
Printed, typed or stamped name



STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18th
day of May, 1995 by Ronald Lewis, as the Registered
Agent who is personally known to me or has produced
as identification and who did (not) take an
oath.

My commission expires:



STUART HOFFMAN
My Commission CC401138
Expires May. 08, 1999
Bonded by HAI
800-422-1555

Stuart Hoffman
Notary Public
Printed, typed or stamped name

(serial number)