

LAW OFFICES  
WATSON, SOILEAU, DELEO & BURGETT  
A PROFESSIONAL ASSOCIATION  
1070 MICHIGAN AVENUE, BUILDING C  
POST OFFICE BOX 1888  
CORCORAN, FLORIDA 32023-1888

VICTOR M. WATSON  
JOHN L. SOILEAU  
JOSEPH E. DELEO  
STACY L. BURGETT  
DAVID H. BERGMAN  
BOARD CERTIFIED IN REAL PROPERTY LAW

TELEPHONE  
(407) 831-1888

FACSIMILE  
(407) 831-1888

95000051033

June 20, 1995

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Secretary of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: *Phoenix Consulting, Inc.*  
*Our File No. 95-6838*

Gentlemen:

Enclosed herewith please find the original executed and one copy of the Articles of Incorporation for the above-referenced corporation. Upon filing, please return the copy stamped with the filing information.

Also enclosed is the firm's check in the amount of \$70.00 to cover the requisite fees. Thank you.

Very truly yours,

John L. Soileau

JLS/mrs

Enclosures

cc: Client

FILED  
SS JUN 30 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95-6838-12925



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 26, 1995

WATSON SOILEAU DELEO & BURGETT  
1970 MICHIGAN AVE. BLDG. C  
P.O. BOX 1888  
COCOA, FL 32923-1888

SUBJECT: PHOENIX CONSULTING, INC.  
Ref. Number: W95000012935

We have received your document for PHOENIX CONSULTING, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 595A00031091

**ARTICLES OF INCORPORATION  
OF  
PHOENIX MERCHANDISING, INC.**

**Article I - Name**

The name of this corporation is PHOENIX MERCHANDISING, INC. and its principal office is located at 6482 Stillwater Avenue, Cocoa, Florida 32927.

**Article II - Duration**

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

**Article III - Purpose**

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

**Article IV - Capital Stock**

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

**Article V - Preemptive Rights**

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

FILED  
95 JUN 30 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1970 Michigan Avenue, Cocoa, Florida 32923.

The name of the initial registered agent of this corporation is John L. Soileau at 1970 Michigan Avenue, Building C, Cocoa, Florida 32923.

**Article VII Initial Board of Directors**

This corporation shall have one (1) director initially. The number of director may be either increased or diminished from time to time pursuant to the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is: Sophia K. Howell, 6482 Stillwater Avenue, Cocoa, Florida 32927

**Article VIII - Incorporator**

The name and address of the person signing these articles is Sophia K. Howell, 6482 Stillwater Avenue, Cocoa, Florida 32927.

**Article IX - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

**Article X - Compensation of Directors**

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**Article XI - Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**Article XII - Amendment**

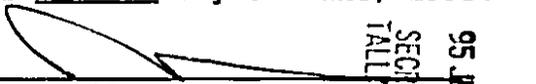
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

**Article XIII - Acceptance of Registered Agent**

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

  
\_\_\_\_\_  
John L. Soileau, Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of June, 1995.

  
\_\_\_\_\_  
John L. Soileau  
Subscriber/Incorporator

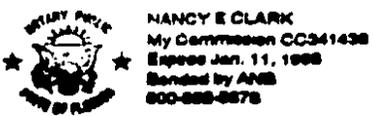
FILED  
95 JUN 30 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT**

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 20 day of June, 1995, by John L. Soileau, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

Notary Public:  
  
\_\_\_\_\_  
Name: \_\_\_\_\_  
State of Florida at Large (SEAL)  
My Commission Expires: \_\_\_\_\_



(Registrar's Name) **PA500005** | **1033**  
 (City, State, Zip) (Phone #)  
 OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

36 JAN 22 AM 10:26  
 RECEIVED  
 TALLAHASSEE, FLORIDA

**FILED**

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

**700001659657**  
 -12/12/95--01050--006  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Handwritten:* PA5000051033  
*Handwritten:* NY

Examiner's Initials \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 18, 1995

BILL HOWELL  
6482 STILL WATER AVENUE  
COCOA, FL 32927

SUBJECT: PHOENIX MERCHANDISING, INC. 1  
Ref. Number: P95000051033

We have received your document for PHOENIX MERCHANDISING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document should be signed: (1) by an Incorporator if the dissolution was authorized by the Incorporators OR (2) by the chairman or vice chairman of the board of directors or an officer of the corporation if the dissolution was authorized by the directors.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 695A00054430

*NC - Lawend  
1-22-96*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

\_\_\_\_\_  
PHOENIX MERCHANDISING, INC.  
\_\_\_\_\_

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I - NAME CHANGE

The name of this corporation is PHOENIX CONTRACTING, INC.  
and its principal office is located at 6482 Stillwater Ave.  
Cocoa, FL 32927.

FILED  
26 JUN 22 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: AMENDMENT ADOPTED BY SHAREHOLDERS 12/6/95.

*Sophia H. Howell, Pres.*

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day \_\_\_\_\_ of \_\_\_\_\_, 19 \_\_\_\_\_.

Signature Sophia K. Howell, Pres.  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

SOPHIA K. HOWELL  
Typed or printed name

PRESIDENT  
Title