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MCCLURE AND WHITEMAN

ATTORNEYS AT LAW

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P.O. BOX 3504

ST. AUGUSTINE, FLORIDA 32085-3504

GEORGE M. MCCLURE

JOHN L. WHITEMAN

ST. AUGUSTINE: (904) 824-0879

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December 20, 1995

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32301

100001668561
-12/22/95--01024--005
***122.50 ***122.50

File: 7677

Re: PHOENIX BIO-TECHNOLOGY, INC.

Gentlemen:

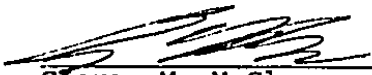
Enclosed herewith please find an original and one copy of Articles of Incorporation for the above-named corporation, together with our office check in the amount of \$122.50 to cover the fees as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>

\$ 122.50

Please file the original of the Articles and return the certified copy to this office. If you have any questions, please do not hesitate to call. Thank you.

Very truly yours,


George M. McClure,
For the Firm

GMM:mld
enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 22 AM 10:42

ARTICLES OF INCORPORATION

OF

PHOENIX BIO-TECHNOLOGIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 DEC 22 AM 10:42

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name of the Corporation is: PHOENIX BIO-TECHNOLOGIES, INC. and its address is: 8 B Street, St. Augustine Beach, Florida 32086.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 8 B Street, St. Augustine, Florida 32086, and the name of its

initial Registered Agent at that address is JOHN E. MANN.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

JOHN E. MANN
8 B Street
St. Augustine, FL 32086

RABON E. GILLIAM
3313 Ridge Brook Trail
Duluth, GA 30136


REX RANKIN, III
2708 6th Street, S.E.
Decatur, AL 35602

Article 7. Incorporators. The name and address of each Incorporator is as follows:

JOHN E. MANN
8 B Street
St. Augustine, FL 32086

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 20th day of December, 1995.


JOHN E. MANN

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 20th day of December, 1995, by JOHN E. MANN, and who:
(notary must check applicable box)

 is personally known to me.
 produced current driver's license(s) as identification.
 produced _____ as
 identification.



SUEAN J. PEACOCK
SENATE POLICE, STATE OF FLORIDA
BY COMMANDING OFFICER JUNE 12, 1968
CHAS. H. GIBSON

Susan J. Peacock
Signature of Notary
SUSAN J. PEACOCK
Name of Notary Typed, Printed or Stamped
Commission Number: _____
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of PHOENIX BIO-TECHNOLOGIES, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 25th day of December, 1995.

John E. Mann
John E. Mann, Registered Agent

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SECRETARY OF STATE
WASHINGTON, D.C. 20520-1203
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