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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PHOENIX CMO, INC.

FAX AUDIT NUMBER: H96000002339

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/18/1996

TIME REQUESTED: 10:19:18

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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

⑤

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PHOENIX CMO, INC.

The principal place of business of this corporation shall be:

GUADALUPE VASQUEZ**9725 N.W. 52nd STREET, MIAMI, FLORIDA 33178****ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 per value per share, all of one class.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 9725 N.W. 52nd STREET, MIAMI, FLORIDA 33178 and the name of the initial registered agent of the corporation at that address is ELIAS A. FREIG.

Magda Montiel Davis
2650 SW 27th Ave. # 300
Miami, FL 33133
(305) 446-1131 / FEN. 236901

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his/her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have a board of directors consisting of no less than one director. The initial Board of Directors shall be:

GUADALUPE VASQUEZ, President

9725 N.W. 52nd STREET, MIAMI, FLORIDA 33178

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator of this corporation is: **ELIAS A. FREIG,**
9725 N.W. 52nd STREET, MIAMI, FLORIDA 33178.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of a shareholder agreement.

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IN WITNESS WHEREOF, We, the undersigned subscribers have herunto set our hands and seals this 15 day of February 1996 for the purpose of forming this Corporation under the laws of the State of Florida.



ELIAS A. FREIG
INCORPORATOR

STATE OF FLORIDA)

: SS

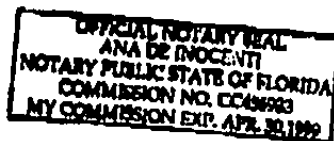
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this ____ day of February, 1996.
by ELIAS A. FREIG, who is personally known to me and who did take an oath.



Notary Public, State of Florida at Large

My Commission Expires:

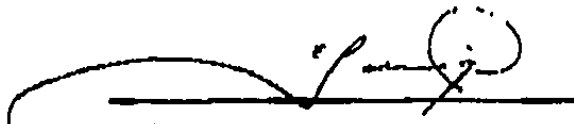


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ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statute 607.325.

IN WITNESS WHEREOF I have hereby set my hand and seal this 15 day of February, 1996.



ELIAS A. FREIG

REGISTERED AGENT

Prepared by:
Magda Montiel Davis, P.A.
2650 S.W. 27 Avenue, Ste. 300
Miami, Florida 33133
Attorney State License # 236901

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