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Charge Number only
16780

2/21/96

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Requester's Name
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City State ZIP Phone

VALIDATION ONLY

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96 FEB 23 AM 8:45
OFFICE OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

CORPORATION(S) NAME

BLUE PHOENIX, INC.

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

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DIVISION OF CORPORATION

EMPIRE Toll Free: 1-800-432-3028

F. CHESSEY FEB 25 1996

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

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

Name

The name of the corporation shall be BLUE PHOENIX, INC.

ARTICLE TWO

Principal Place of Business

The principal place of business and mailing address of the corporation shall be
250 NE 20th St., Apt. 306N, Boca Raton, FL 33431-8042

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ARTICLE THREE

Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand with a par value of One Dollar (\$1.00) per share.

ARTICLE FOUR

Initial Registered Agent

The name and address of the initial registered agent is: Kathryn M. Jakabcin, Esquire, Suite 104, 1325 So. Congress Avenue, Boynton Beach, Florida 33426.

ARTICLE FIVE

Incorporators

The names and addresses of the incorporators of this corporation and to these Articles of Incorporation are:

Joseph E. Siwicc, 1010 Lythan Court, West Palm Beach, Florida 33411
Geoffrey B. Wilson, 7150 NW 4th Avenue, Boca Raton, Florida 33487

ARTICLE SIX

Notice

Any notice required under these Articles, the Corporation's Dylaws or the law of the State of Florida or of the United States, unless otherwise prohibited by law, may be written or oral and delivered in person or by mail, delivery service, telephone, facsimile or other electronic device.

ARTICLE SEVEN

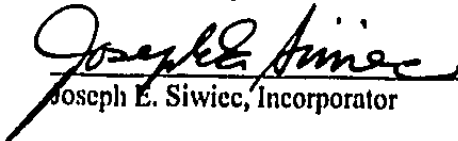
Directors and Officers

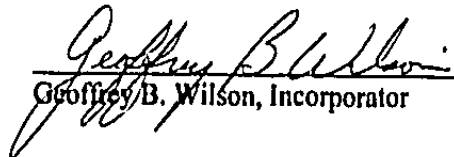
The initial Directors and Officers of the corporation shall be:

Joseph E. Siwec, President

Geoffrey B. Wilson, Secretary/Treasurer

The undersigned have executed these Articles of Incorporation this 2nd day of February, 1996.


Joseph E. Siwec, Incorporator


Geoffrey B. Wilson, Incorporator


**DESIGNATION OF RESIDENT AGENT
AND
ACCEPTANCE**

Pursuant to the provisions of Florida Statute 607.0501, the within named corporation, whose authorized incorporator or agent has signed below, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is Blue Phoenix, Inc.
2. The name and address of the registered agent and office is:

Kathryn M. Jakabein, Esquire
Suite 104, 1325 So. Congress Avenue
Boynton Beach, Florida 33426

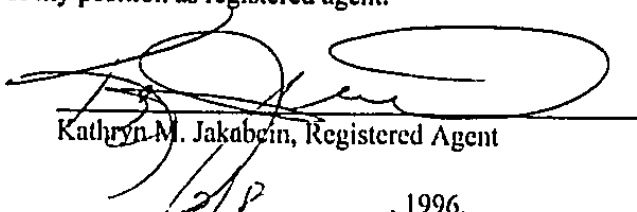
FOR BLUE PHOENIX, INC.


Joseph E. Siwec, President
2/8, 1996

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ACCEPTANCE

Having been named as registered agent and to accept service of process for and on the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Kathryn M. Jakabein, Registered Agent
2/8, 1996.