

P96000039906

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL 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 _____

Muttar No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Old 5/1/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up: 5/9 12:00

RE: Manufacturing FILED
 96 MAY -9 11 23 AM '96
 STATE OF FLORIDA
 TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U B
- Pictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s _____ Copies
- Courier Service _____
- Shipping/Handling _____
- Phone () _____
- Top Priority _____
- Express Mail Prep. _____
- FAX () _____ pgs.

SUBTOTALS _____

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

96 MAY -9 AM 11:36
 RECEIVED
 DIVISION OF CORPORATION

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
OF
MAIERCO MANUFACTURING, INC.

FILED
96 MAY -9 PM 12:13
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation, a natural person to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be MAIERCO MANUFACTURING, INC. The principal place of business of this corporation shall be 2514 West Kennedy Boulevard, Tampa, Florida 33609.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage or transact in any and all lawful activities or business permitted under the laws of the State of Florida, the United States, 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 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 2514 West Kennedy Boulevard, Tampa, Florida 33609, and the name of the initial registered agent at that address is Henry W. Hicks.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

This corporation shall have no directors, initially. The affairs of the corporation shall be managed by the shareholders until such time as directors are designated as provided by the By-Laws.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

HENRY W. HICKS
2514 West Kennedy Boulevard
Tampa, Florida 33609

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 8th day of May, 1996.

H. W. Hicks
HENRY W. HICKS

STATE OF FLORIDA

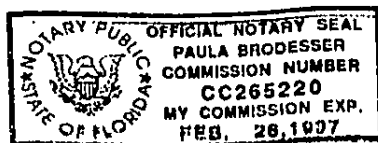
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared HENRY W. HICKS who is personally known to me and after oath duly sworn, deposes and says that he is the individual referred to in and who executed the foregoing Articles of Incorporation and that he did so freely and voluntarily.

Sworn to and subscribed before me this 8th day of May, 1996.

Paula Brodusser
Notary Public, State of Florida

My Commission Expires:



FILED

96 MAY -9 PM 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091 Florida Statuton, the following
is submitted in compliance with said Act:

That Maierco Manufacturing, Inc. desiring to organize under
the laws of the State of Florida with its principal office as
indicated in the foregoing Articles of Incorporation, has named
HENRY W. HICKS of the City of Tampa, County of Hillsborough, State
of Florida, as its registered agent to accept service of process
within this state.

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

H.W.H.

HENRY W. HICKS
2514 West Kennedy Boulevard
Tampa, Florida 33609

STATE OF FLORIDA

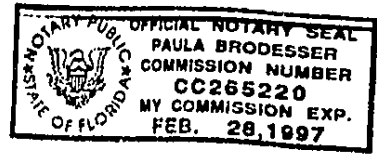
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally
appeared HENRY W. HICKS who is personally known to me and upon
oath duly sworn, deposes and says that he is the individual
referred to in and who executed the foregoing as registered agent
for Maierco Manufacturing, Inc. and that he did so freely and
voluntarily.

Sworn to and subscribed before me this *9th* day of May,
1996.

Paula Brodesser
Notary Public, State of Florida

My Commission Expires:



HENRY W. HICKS, P.A.
ATTORNEY AT LAW

2514 W. KENNEDY BLVD.
TAMPA, FLORIDA 33609

(813) 878-3113
FAX (813) 878-4308

A 96 000039906

May 15, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400001825874
-05/17/96--01050--017
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation

Gentlemen:

Enclosed find an original and one copy of the Amendment to Articles of Incorporation of Maierco Manufacturing, Inc. My firm check in the amount of \$35.00 to cover the cost of filing same is enclosed. Furnish confirmation to this office.

Sincerely,


HENRY W. HICKS

HWH:pb

enclosures

nc
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 PM 3:45

FILED MAY 20 1996

**AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MAIERCO MANUFACTURING, INC.**

SECRET
MAY 17 11 38 AM '45
RECEIVED
CORPORATION

The undersigned officer and director of MAIERCO MANUFACTURING, INC. does hereby make, acknowledge and file with the Secretary of State of the State of Florida this Amendment to Articles of Incorporation of MAIERCO MANUFACTURING, INC., a corporation organized under the laws of the state of Florida.

ARTICLE I

The name of the corporation shall be changed to PHOENIX 2000, Inc.

ARTICLE II

The general nature of the business of the corporation shall be the manufacture of injection molds and injection mold products and any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

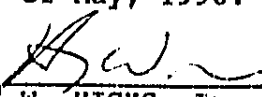
This amendment to the Articles of Incorporation was duly adopted this day by the Incorporator prior to issuance of any shares of stock and shareholder action is not required.

ARTICLE IV

The other provisions of the original Articles of Incorporation shall remain unchanged unless such provisions are

Inconsistent herewith, in which case those Articles shall prevail.

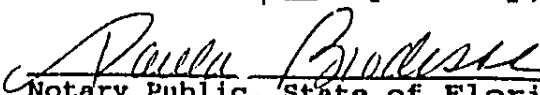
IN WITNESS WHEREOF, I have executed this Amendment to Articles of Incorporation this 13th day of May, 1996.


HENRY W. HICKS, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared, HENRY W. HICKS, the Incorporator, who is personally known to me and after being first duly sworn, deposes and says that he executed the foregoing Amendment freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 13th day of May, 1996.


Notary Public, State of Florida

