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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA

FROM: ACE INDUSTRIES, INC.
54 NW 11TH ST

409 EAST GAINES STREET
TALLAHASSEE, FL 32399

MIAMI FL 33134-2890

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BADCO, INC.

FAX AUDIT NUMBER: H96000007033

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DIVISION OF CORPORATIONS

H96-07033

ARTICLES OF INCORPORATION

of PHOENIX GROUP, INC.

a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: PHOENIX GROUP, INC.

Address of the Corporation: 17-106 ROYAL PALM WAY

BOCA RATON, FLORIDA 33432

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 200.

PAR VALUE NO PAR (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

17-106 ROYAL PALM WAY BOCA RATON, FLORIDA 33432

and the name of the initial registered agent at such address is BARBARA ANN RICE

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Barbara Ann Rice
Signature of Registered Agent

5-17-96
Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. BARBARA ANN RICE 6740 TIMURON DRIVE BOCA RATON, FLORIDA 33442

Article 7: The Name and address of the incorporator is:

BARBARA ANN RICE 6740 TIMURON DRIVE BOCA RATON, FLORIDA 33442

In witness whereof I have subscribed my name

Barbara Ann Rice
Signature of Incorporator

BARBARA ANN RICE

H96-07033
ace INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33138
305-358-2571