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FILED

96 SEP 11 11 31 AM

SECRET September 9, 1996
TALLAHASSEE, FLORIDA

Secretary of State
State of Florida
The Capitol building
Tallahassee, Florida 32304

Attention: CORPORATE DIVISION

700001845237
-09/12/96--01007--008
***122.50 ***122.50

RE: The Phoenix Guardian Group, Inc.

Sir/Ms,

Enclosed herewith, please find original and one copy of the Articles of Incorporation of the above named corporation.

Also enclosed, please find my trust account check in the amount of \$122.50 detailed as follows:

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

Total	<u>\$122.50</u>
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Please acknowledge receipt of these enclosures, returning a certified copy of same to this office. Thank you for your prompt assistance.

GARY B. ROVIN
ATTORNEY AT LAW
Penthouse 2
9350 South Dixie Highway
Miami, FL 33156

Cordially,


Gary B. Rovin, Esq.

GBR/er

TH
9-13-96

ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, DO HEREBY ASSOCIATE MYSELF TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, AND PRIVILEGES AND IMMUNITIES OF A CORPORATION, FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

The Phoenix Guardian Group, Inc.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANSACTED IS: ANY LAWFUL BUSINESS PERMITTED BY THE LAWS OF THE STATE OF FLORIDA IN THE UNITED STATES.

ARTICLE III

THE AMOUNT OF AUTHORIZED CAPITAL STOCK OF THE CORPORATION SHALL BE FIVE HUNDRED (500) SHARES OF COMMON STOCK WITH PAR VALUE OF \$ 1.00 PER SHARE. THE WHOLE OR ANY PART OF THE CAPITAL STOCK SHALL BE PAYABLE EITHER IN LAWFUL MONEY OF THE UNITED STATES OR IN PROPERTY , LABOR OR SERVICES INSOFAR AS PERMITTED FROM TIME TO TIME BY THE LAWS OF FLORIDA, THE VALUE OF SUCH PROPERTY, LABOR OR SERVICES TO BE DETERMINED BY THE BOARD OF DIRECTORS.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL BE AT LEAST FIVE HUNDRED DOLLARS (\$500.00).

FILED
JAN 11 1985
CLERK OF THE COURT
JAN 11 1985

ARTICLE V

THE COMPANY SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VI

THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE:

9350 South Dixie Hwy., PH II
Miami, Florida 33156

WITH THE PRIVILEGE, HOWEVER, OF HAVING BRANCH OFFICES AND PLACES OF BUSINESS AT ANY OTHER PLACE OR PLACES WITHIN THE STATE OF FLORIDA, THE UNITED STATES OR IN FOREIGN COUNTRIES.

ARTICLE VII

THE AFFAIRS OF THE CORPORATION SHALL BE CONDUCTED BY A BOARD OF AT LEAST ONE (1) DIRECTOR WHO NEEDS NOT BE A STOCKHOLDER.

ARTICLE VIII

THE NAME AND ADDRESS OF THE BOARD OF DIRECTOR OF THE CORPORATION WHO, SUBJECT TO THE PROVISIONS OF THESE ARTICLES OF INCORPORATION, THE BY-LAWS AND GENERAL CORPORATION LAWS OF FLORIDA, SHALL HOLD OFFICE UNTIL HIS SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED IS:

NAME

ADDRESS

1. Gary B. Rovin

9350 S. Dixie Hwy., Ph II
Miami, Fl 33156

ARTICLE IX

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF INCORPORATION IS:

NAME

Gary B. Rovin

ADDRESS

9350 S. Dixie Hwy., Ph II
Miami, FL 33156

ARTICLE X

THE CORPORATION SHALL AT ALL TIMES HAVE THE CORPORATE POWERS PRESENTLY GIVEN TO THE CORPORATIONS BY THE STATUTES AND LAW OF THE STATE OF FLORIDA; AND, IT SHALL HAVE SUCH FURTHER POWERS AS FROM TIME TO TIME, HEREAFTER, ARE GIVEN TO CORPORATIONS BY THE STATUTES AND LAWS OF THE STATE OF FLORIDA. THE CORPORATION IS EXPRESSLY AUTHORIZED TO ENTER INTO, HONOR AND BE BOUND BY STOCKHOLDER'S AGREEMENTS WITH AND AMONG STOCKHOLDERS OF THE CORPORATION. THE CORPORATION IS, FURTHER, AUTHORIZED TO ENTER INTO PARTNERSHIPS AND JOINT VENTURES WITH OTHER PERSONS, FIRMS AND CORPORATIONS.

IN WITNESS WHEREOF, THE UNDERSIGNED HAVE MADE AND SUBSCRIBED TO THESE ARTICLES OF INCORPORATION ON THE 30TH DAY OF AUGUST, 1996.



(SEAL)

STATE OF FLORIDA)
)
COUNTY OF DADE)

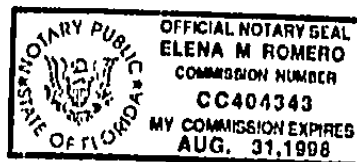
SS:

BEFORE ME, THE UNDERSIGNED AUTHORITY PERSONALLY APPEARED TO ME KNOWN TO BE THE PERSON DESCRIBED IN THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGE THAT MADE AND SUBSCRIBED THE SAME FOR THE PURPOSES AND USES THEREIN MENTIONED AND SET FORTH.

WITNESS MY HAND AND SEAL AT SAID COUNTY AND STATE
THIS 9th DAY OF *September*, 1996.

Elena M. Romero (SEAL)

MY COMMISSION EXPIRES:



RESIDENT AGENT DESIGNATION

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES
OF INCORPORATION AT THE CITY OF MIAMI, COUNTY OF DADE, STATE OF
FLORIDA, HAS NAMED GARY B. ROVIN, LOCATED AT 9350 South Dixie
Hwy., PH 2, MIAMI, FLORIDA, 33156, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENTS:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO
COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN
SAID OFFICE.


GARY B. ROVIN, ESQ.
RESIDENT AGENT