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STEVEN A. SOLIERI
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ENDWELL, NEW YORK 13760
(607) 757-9268 VOICE
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January 15, 1997

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-01/21/97--01034--006
****122.50 ****122.50

Re: Filing of Articles of Incorporation for Phoenix Property Management Group, Inc.

Dear Division of Corporations:

Enclosed are two (2) original Articles of Incorporation that I would like to have filed. Also enclosed is my personal check for \$122.50 to cover the cost of filing (\$70.00) and a certified copy of the filing (\$52.50).

If there are any problems, please feel free to contact me.

Thank you very much for your attention.

Sincerely,


Steven A. Solieri

1/28/97
TS

FILED
97 JAN 21 PM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PHOENIX PROPERTY MANAGEMENT GROUP, INC.**

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

ARTICLE I - CORPORATE NAME:

The name of the corporation is Phoenix Property Management Group, Inc.

ARTICLE II - DURATION:

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE:

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The corporation is authorized to issue 500 shares of \$1.00 par Common Stock, which shall be designated "Common Shares".

ARTICLE V - PRINCIPAL OFFICE:

The principal office of the corporation shall be located at One North Ocean Boulevard, Third Floor, Mail Box 16, Boca Raton, Florida 33432.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT:

The name and street address of the initial Registered Agent of this corporation is:

Steven A. Solieri
One North Ocean Boulevard
Third Floor, Mail Box 16
Boca Raton, Florida 33432

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of the Corporation are as follows:

Steven A. Solieri
One North Ocean Boulevard
Third Floor, Mail Box 16
Boca Raton, Florida 33432

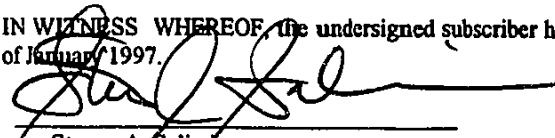
ARTICLE VIII - INCORPORATORS

Steven A. Solieri
One North Ocean Boulevard
Third Floor, Mail Box 16
Boca Raton, Florida 33432

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PHOENIX REAL ESTATE INVESTMENT GROUP, INC.**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of January 1997.



Steven A. Solieri

**STATE OF NEW YORK)
COUNTY OF BROOME)**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared Steven A. Solieri, known to be the person who executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 15th day of January, 1997.



Notary Public - State of New York

MARIE F. BAXTER
Notary Public, State of New York
No. 4827306
Residing in Broome County
Commission Expires APRIL 6, 1998

CERTIFICATE OF ACKNOWLEDGMENT OF REGISTRATION AGENT

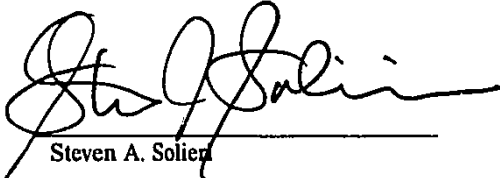
**CERTIFICATE OF REGISTERED AGENT
OF
PHOENIX PROPERTY MANAGEMENT GROUP, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in these Articles of Incorporation at One North Ocean Boulevard, Third Floor, Mail Box 16, Boca Raton, Florida 33432, has named Steven A. Solieri located at the aforesaid address, as Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Steven A. Solieri

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA