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April 10, 1997

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

Re: Articles of Incorporation for PHEONIX INTERNATIONAL, INC.


Dear Sirs:

Please find our check in the amount of \$70.00 to cover the following fees and charges for the enclosed Articles of Incorporation and Designation:

Filing Fee	\$ 35.00
Designation	\$ 35.00


Thank you for your assistance in this matter.

Sincerely,

  
W. Denis Shelley, Esq.

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FILED  
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TALLAHASSEE, FLORIDA

APR 15 1997  


**ARTICLES OF INCORPORATION  
OF  
PHEONIX INTERNATIONAL, INC.**

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ARTICLE I. NAME.

The name of the Corporation is PHEONIX INTERNATIONAL, INC. The principal place of business of this Corporation shall be 210 Cessna Blvd., Daytona Beach, Fl. 32124.

ARTICLE II. PURPOSE

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

This Corporation is authorized to issue ONE HUNDRED (100) shares of common stock having no par value, which shall be designated "common shares".

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 210 Cessna Blvd. No. 7, Daytona Beach, Fl. 32124 and the name of the initial registered agent of this Corporation at that address is GARY EVANS.

ARTICLE V. TERM OF EXISTENCE

The Corporate existence of this Corporation shall be perpetual, commencing on the day and date of the filing of these Articles with the Department of State.

ARTICLE VI. INITIAL OFFICERS AND DIRECTORS

This Corporation shall have TWO (2) directors initially. The names and addresses of the initial officers and directors of this Corporation are:

GARY EVANS  
Director/President  
210 Cessna Blvd. No. 7, Daytona Beach, Fl. 32124

CAROL SANSONE  
Director/Secretary/Treasurer  
1978 Country Club Dr., Daytona Beach, Fl. 32124

#### ARTICLE VII. INCORPORATOR(S)

The name and address of the initial incorporator to these Articles of Incorporation is as follows:

GARY EVANS  
210 Cessna Blvd. No. 7, Daytona Beach, Fl. 32124

#### ARTICLE VIII. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

#### ARTICLE X. SPECIAL PROVISIONS

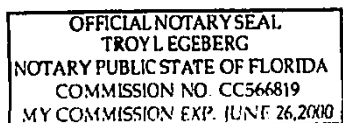
The stock of this Corporation is intended to qualify under the requirements of Section 1244 and that the Corporation will file as a Subchapter S corporation as provided under the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

In Witness Whereof the undersigned Incorporators have executed these Articles of Incorporation this 10th day of April, 1997.

  
\_\_\_\_\_  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 10th day of April, 1997, by GARY EVANS who is personally known to me and who has produced a driver's license as identification.



Troy L. Egeberg  
Notary Public, State of Florida  
My Commission expires:

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles and I hereby accept the appointment as Registered Agent and agree to act in this capacity I further agree to comply with the provision of Florida 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.

Dated 4/10/97

By

[Signature]  
(Resident Agent)

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FBI