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**H.J. SWART & COMPANY, P.A.**

Certified Public Accountants

MEMBERS  
American Institute of  
Certified Public Accountants  
Florida Institute of  
Certified Public Accountants

D97000045417

May 15, 1997

Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200002183122--5  
-05/19/97--01110--020  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Enclosed are the Articles of Incorporation for Phonacia International Consulting, Inc., and a check for \$122.50 for filing fees.

Please return the certified copies to:

H.J. Swart & Company, P.A.  
717 East Oak Street  
Kissimmee, Florida 34744

Thank you.

Sincerely,

H.J. Swart & Company, P.A.

  
Kathy Swart

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 19 AM 8:40

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ARTICLES OF INCORPORATION  
PHOENICIA INTERNATIONAL CONSULTING, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 19 AM 8:40

ARTICLE I. NAME

The name of this corporation shall be Phoenicia International Consulting, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. 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 V. ADDRESS

The initial post office address of the principal place of business of this corporation is 3148 Vineland Road (S.R. 535) Kissimmee, FL 34746. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be changed from time to time by the bylaws. The name and address of the initial director, who will serve until the first annual meeting of shareholders of the corporation or until (his/her) successor is duly elected and qualified is:

NAME

ADDRESS

Emile Edward Bouari

3148 Vineland Rd. (S.R. 535)  
Kissimmee, FL 34746

#### ARTICLE VII. SUBSCRIBERS

The subscriber to these Articles of Incorporation is:

NAME	ADDRESS
Harry J. Swart, CPA	717 East Oak Street Kissimmee, FL 34744

#### ARTICLE VIII. OFFICERS

The officers of this corporation shall be President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors.

#### ARTICLE IX. REGISTERED AGENT

The initial registered agent and registered agent's address for service of process for this corporation is:

NAME	ADDRESS
Harry J. Swart, CPA	717 East Oak Street Kissimmee, FL 34744

#### ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner set forth in the bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of May, 1997.

  
Harry J. Swart, CPA

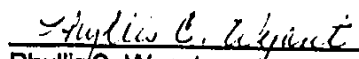
STATE OF FLORIDA  
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above personally appeared Harry J. Swart, known to me personally and executed the foregoing Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 13 day of May, 1997.




PHYLLIS C. WYANT  
My Commission CC511495  
Expires Dec. 12, 1999

  
Phyllis C. Wyant  
Notary Public, State of Florida

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned subscriber of Phoenicia International Consulting, Inc., designates the following individual as registered agent for this corporation:

Harry J. Swart, CPA  
717 East Oak Street  
Kissimmee, FL 34744

  
\_\_\_\_\_  
Harry J. Swart, CPA

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 19 AM 8:40

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of Phoenicia International Consulting, Inc.

DATED this 13 day of May, 1997.

  
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Harry J. Swart, CPA