

P97000072940

Law Office of Donald J. Thomas

4730 NW Boca Raton Boulevard
Boca Raton, Florida 33431

DONALD J. THOMAS, ESQ.

Telephone (561) 912-9192
Facsimile (561) 989-3775

August 13, 1997

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002273706--2
-08/21/97--01072--012
****122.50 ****122.50

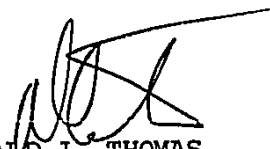
RE: Phoenix Consulting Group, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Phoenix Consulting Group, Inc. Please file these Articles and return one certified copy to me. I have enclosed my check in the amount of \$122.50 to cover the costs of filing, one certified copy and the registered agent designation.

If you have any further questions concerning this matter, please do not hesitate to contact me.

Very truly yours,


DONALD J. THOMAS

DJT\crs
Enclosures (3)

AUG 22

BSB

FILED
97 AUG 21 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8-18-97

ARTICLES OF INCORPORATION

OF

PHOENIX CONSULTING GROUP, INC.

FILED

97 AUG 21 AM 11:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

EFFECTIVE DATE

8-18-97

ARTICLE I

The name of the corporation is Phoenix Consulting Group, Inc.

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

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

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one cent (\$.01) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation.

Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be 4730 N.W. Boca Raton Boulevard, Suite 200, Boca Raton, Florida 33431.

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Donald J. Thomas
4730 N.W. Boca Raton Blvd., Suite 200
Boca Raton, FL 33431

Sarina Luangkhot
4730 N.W. Boca Raton Blvd., Suite 200
Boca Raton, FL 33431

ARTICLE VII

The corporation may indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

The name and address of the Incorporator to these Articles of Incorporation is:

Donald J. Thomas
4730 N.W. Boca Raton Blvd., Suite 200
Boca Raton, FL 33431

ARTICLE XI

The street address of the initial registered office of the corporation is 4730 N.W. Boca Raton Blvd., Suite 200, Boca Raton, FL 33431 of the name of the initial registered agent of the corporation at that address is Donald J. Thomas.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 18 day of August, 1997.


DONALD J. THOMAS

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Donald J. Thomas, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of August, 1997 at Boca Raton, Palm Beach County, Florida.


Notary Public, State of Florida

Sandra ESTNER
(Print, type or stamp Commissioned
name of Notary Public)

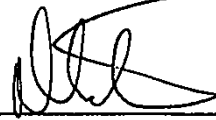
My Commission Expires:



SANDRA M ESTNER
My Commission CC471148
Expires Jun. 12, 1999

CERTIFICATE OF REGISTERED AGENT

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



Registered Agent

DATED: 8/18/97

FILED
97 AUG 21 AM 11:24
SECURITIES & EXCHANGE
TALLAHASSEE, FLORIDA