

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P970000095105

A-Phoenix Holding  
Corp.

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-11/06/97--01004--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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97 NOV -6 AM 9:06  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: LS

Name \_\_\_\_\_

Date 11/5

Time 8:32

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
☒ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RP  
11-6-97

ARTICLES OF INCORPORATION

OF

A-PHOENIX HOLDING CORP.

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DIVISION OF CORPORATIONS

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ARTICLE I

NAME

The name of this Corporation is A-Phoenix Holding Corp.

ARTICLE II

DURATION

The Corporation shall have a perpetual existence.

ARTICLE III

FOR-PROFIT CORPORATION

This Corporation is a For-Profit Corporation.

ARTICLE IV

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Corporation is 8210 Aquila Street, #224, Port Richey, Florida 34668, and the mailing address of the Corporation is the same.

ARTICLE V

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office shall be 7637 Little Road, New Port Richey, Florida 34654, and the initial registered agent of this Corporation at such office shall be John K. Renke, II, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by a vote of the stockholders, but in no case shall the number of directors be less than one. The names and addresses of the director constituting the initial Board of Directors is:

| <u>NAME</u>         | <u>ADDRESS</u>   |
|---------------------|--|
| Norman S. Applebaum | 8210 Aquila Street, #224<br>Port Richey, Florida 34668 |

## ARTICLE VIII

### INCORPORATION

The name and street address of the incorporator who is the person signing these Articles of Incorporation is:

NAME

Norman S. Applebaum

ADDRESS

810 Aquila Street, #224  
Port Richey, Florida 34668

ARTICLE IX

BY-LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors.

ARTICLE X

CONTRACTS WITH DIRECTORS

No Contract, act or transaction of this Corporation with any person, persons, firm or other corporation, in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this Corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of herself or himself or any other firm, association or corporation in which she or he may in anywise be interested. Any director of this Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that she or he is also a director of such subsidiary or controlled company.

ARTICLE XI  
PREEMPTIVE RIGHTS

Regarding the shareholders' rights to acquire the Corporation's unissued shares, the Corporation elects to have preemptive rights.

ARTICLE XII  
AMENDMENTS OF ARTICLES

These Articles of Incorporation of this Corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 3<sup>rd</sup> day of November, 1997.

  
\_\_\_\_\_  
Norman S. Applebaum

STATE OF FLORIDA


COUNTY OF PASCO

Before me, the undersigned Notary Public in and for the State of Florida at Large, personally appeared NORMAN S. APPLEBAUM to me known and known to me to be the individual described as incorporator in the foregoing Articles of Incorporation of A-PHOENIX HOLDING CORP., a corporation for profit; and after first being duly sworn by me, upon oath he signed and acknowledged said Articles of Incorporation before me.

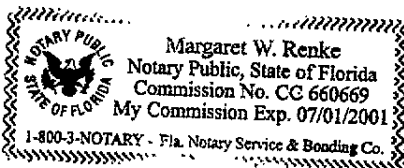
SWORN TO and SUBSCRIBED before me on November 3, 1997 by

NORMAN S. APPLEBAUM who took an oath and produced the following identification: FL Driver's license

IN WITNESS WHEREOF, I hereunto set my hand and official seal, this 3rd day of November, 1997.

  
Notary Public - State of Florida at Large  
Print Name: Margaret W. Renke

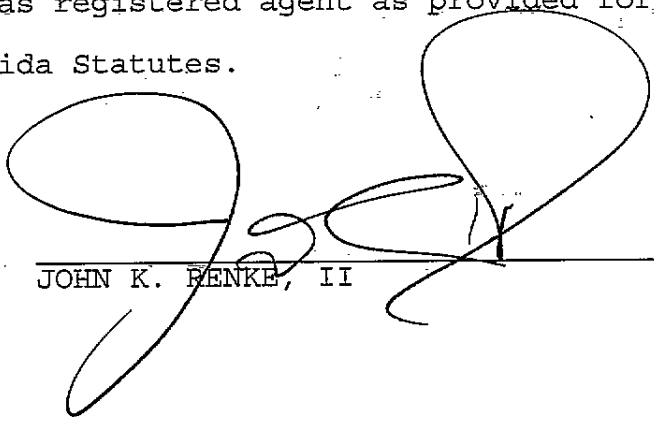
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation and agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such registered office, and is familiar with and accepts the obligations of his position as registered agent as provided for in Section 607.0505 of the Florida Statutes.

DATE: 11-3-97

  
JOHN K. RENKE, II

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