

**BERGMAN, SPIEWAK AND COMPANY, P.A.**

**CERTIFIED PUBLIC ACCOUNTANTS**

**499 NW 70 AVENUE, SUITE 116**

**PLANTATION, FLORIDA 33317-7573**

**GARRY S. BERGMAN, C.P.A.**

**MARC A. SPIEWAK, C.P.A.**

**P97000108465**

**PHONE: (954) 321-9991**

**FAX: (954) 321-9994**

12/8/97

New Corporations Department

State of Florida

P.O. Box 6327

Tallahassee FL 32314

**600002382976--9**

**-12/26/97--01023--001**

**\*\*\*\*122.50 \*\*\*\*122.50**

Re: PHOENIX USA LTD.

Enclosed are two copies of the Articles of Incorporation for PHOENIX USA LTD. along with a check for \$122.50. Please activate the corporation and return a processed copy.

Thank you for your assistance in this matter.

**FILED**  
**97 DEC 26 PM 2:45**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**MEMBERS OF:**

**AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS**

**FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS**

**CONNECTICUT SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS**

*nc 12/29/97*

**ARTICLES OF INCORPORATION  
OF  
PHOENIX USA INC.**

**FILED**

**97 DEC 26 PM 2:45**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, ACTING AS INCORPORATOR, AND FOR THE PURPOSES OF FORMING A CORPORATION PURSUANT TO FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

**ARTICLE I -- NAME AND PLACE OF CORPORATION**

THE NAME OF THIS CORPORATION BEING:

**PHOENIX USA INC.**

WITH ITS PRINCIPAL PLACE OF BUSINESS AT:

**760-5 COCO PLUM CIRCLE  
PLANTATION, FL 33324**

THE BOARD OF DIRECTORS MAY, FROM TIME TO TIME, MOVE THE PRINCIPAL PLACE OF BUSINESS TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA AND ESTABLISH BRANCH OFFICES IN ANY PLACE WITHIN THE STATE OF FLORIDA AS SAID CORPORATION MAY DESIRE.

**ARTICLE II -- GENERAL PURPOSE OF CORPORATION**

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS BEING INITIALLY ORGANIZED ARE AS FOLLOWS:

THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE ORGANIZED TO TRANSACT UNDER CHAPTER 607, FLORIDA GENERAL CORPORATION ACT.

**ARTICLE III -- INITIAL BOARD OF DIRECTORS**

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS, WHO, UNLESS OTHERWISE PROVIDED BY THE BYLAWS OF THIS CORPORATION, SHALL HOLD OFFICE AND MANAGE THE CORPORATION FOR THE FIRST YEAR OF EXISTENCE OF THE CORPORATION OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

**DEANNA VARGO, PRESIDENT  
SS# 370-70-4660  
760-5 COCO PLUM CIRCLE  
PLANTATION, FL 33324**

#### ARTICLE IV -- CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME SHALL BE ONE HUNDRED (100) OF COMMON STOCK OF THE PAR VALUE OF ONE DOLLAR (\$1.00) EACH. THERE SHALL BE ONLY ONE CLASS OF STOCK.

#### ARTICLE V -- INCORPORATOR

THE NAME AND POST OFFICE ADDRESS OF THE INCORPORATOR TO THE ARTICLES OF INCORPORATION IS AS FOLLOWS:

DEANNA VARGO, PRESIDENT  
SS# 370-70-4660  
760-5 COCO PLUM CIRCLE  
PLANTATION, FL 33324

#### ARTICLE VI -- PRE-EMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

#### ARTICLE VII -- NUMBER OF DIRECTORS

THE BOARD OF DIRECTORS OF THE CORPORATION SHALL CONSIST OF THE NUMBER OF DIRECTORS SERVING ON THE INITIAL BOARD OF DIRECTORS. THE NUMBER OF DIRECTORS OF THE CORPORATION MAY BE CHANGED FROM THE NUMBER OF DIRECTORS SERVING ON THE INITIAL BOARD OF DIRECTORS AT ANY TIME BY AFFIRMATIVE VOTE OF A MAJORITY OF THE STOCKHOLDERS.

#### ARTICLE VIII -- EXERCISE OF CORPORATE POWERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF THE BOARD OF DIRECTORS.

#### ARTICLE IX -- QUALIFICATION AND COMPENSATION OF DIRECTORS

DIRECTORS NEED NOT BE RESIDENTS OF THE STATE OF FLORIDA OR SHAREHOLDERS, BUT SHALL BE CITIZENS OF THE UNITED STATES OF AMERICA. THE COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS SHALL BE FIXED BY THE SHAREHOLDERS.

#### ARTICLE X -- REMOVAL OF DIRECTORS

ANY OR ALL DIRECTORS MAY BE REMOVED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 607.0808, FLORIDA STATUTES.

#### ARTICLE XI -- EXECUTIVE COMMITTEES

THE BOARD OF DIRECTORS, BY RESOLUTION ADOPTED BY A MAJORITY OF THE FULL BOARD OF DIRECTORS, MAY DESIGNATE FROM AMONG ITS MEMBERS, AN EXECUTIVE COMMITTEE AND ONE OR MORE COMMITTEES, EACH OF WHICH TO THE EXTENT

PROVIDED IN SUCH RESOLUTION, SHALL HAVE AND MAY EXERCISE ALL OF THE AUTHORITY OF THE BOARD OF DIRECTORS, EXCEPT SUCH ACTS SET FORTH IN SECTION 607.0825, FLORIDA STATUTES.

#### ARTICLE XII -- ACTION BY DIRECTORS WITHOUT A MEETING

ANY ACTION WHICH MAY BE TAKEN AT A MEETING OF THE DIRECTORS OR A COMMITTEE THEREOF MAY BE TAKEN WITHOUT A MEETING PROVIDED THAT A CONSENT IN WRITING SETTING FORTH THE ACTION SO TO BE TAKEN, SIGNED BY ALL OF THE DIRECTORS OR ALL THE MEMBERS OF THE COMMITTEE, AS THE CASE MAY BE, IS FILED IN THE MINUTES OF THE PROCEEDINGS OF THE BOARD OF DIRECTORS OR OF THE COMMITTEE. SUCH CONSENT SHALL HAVE THE SAME EFFECT AS UNANIMOUS VOTE.

#### ARTICLE XIII -- AMENDMENT OF ARTICLES OF INCORPORATION

THESE ARTICLES OF INCORPORATION MAY BE AMENDED AT ANY TIME IN ACCORDANCE WITH THE PROVISIONS OF SECTION 607.1003, FLORIDA STATUTES.

#### ARTICLE XIV -- GENERAL POWERS

THIS CORPORATION SHALL HAVE ALL POWERS WHICH A CORPORATION OF THIS NATURE UNDER THE LAWS OF THE STATE OF FLORIDA MAY LEGALLY EXERCISE, INCLUDING BUT NOT LIMITED TO ALL OF THOSE POWERS ENUMERATED AND SET FORTH IN SECTION 607.0302, FLORIDA STATUTES.

#### ARTICLE XV -- OFFICERS

THE OFFICERS OF THIS CORPORATION SHALL CONSIST OF A PRESIDENT, A SECRETARY, AND A TREASURER, EACH OF WHOM SHALL BE ELECTED BY THE BOARD OF DIRECTORS IN THE MANNER AND AT THE TIME PRESCRIBED IN THE BYLAWS OF THIS CORPORATION. SUCH OTHER OFFICERS AND ASSISTANT OFFICERS AND AGENTS AS MAY BE DEEMED NECESSARY MAY BE ELECTED OR APPOINTED BY THE BOARD OF DIRECTORS OR CHOSEN IN SUCH OTHER MANNER AS MAY BE PRESCRIBED BY THE BYLAWS. ANY TWO MORE OFFICES MAY BE HELD BY THE SAME PERSON.

#### ARTICLE XVI -- DURATION OF CORPORATE EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW; CORPORATE EXISTENCE SHALL COMMENCE UPON THE FILING OF THESE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE.

#### ARTICLE XVII -- INITIAL REGISTERED OFFICE AND AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, HEREBY DESIGNATES THE REGISTERED AGENT AND REGISTERED OFFICE, IN THE STATE OF FLORIDA THAT BEING AND IS SO AUTHORIZED TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA:

DEANNA VARGO, PRESIDENT  
SS# 370-70-4660  
760-5 COCO PLUM CIRCLE  
PLANTATION, FL 33324

THE UNDERSIGNED, BEING AN INCORPORATOR FOR THE PURPOSES OF FORMING THIS CORPORATION FOR PROFIT TO DO BUSINESS BOTH WITHIN AND WITHOUT THE STATE OF FLORIDA, DOES HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE, HEREBY DECLARING AND CERTIFYING THAT THE FACTS CONTAINED HEREIN STATED ARE TRUE AND ACCORDINGLY HAS HERETO UNDER SET HIS/HER HAND THIS Eighth DAY OF December, 1997.

Deanna Vargo  
DEANNA VARGO

12/8/97  
DATE

PERSONALLY APPEARED BEFORE ME, THE UNDERSIGNED AUTHORITY, DEANNA VARGO, TO ME WELL KNOWN AS THE PERSON DESCRIBED IN AND WHO EXECUTED AND SUBSCRIBED TO THE FOREGOING ARTICLES OF PHOENIX USA LTD. AND HE(SHE) ACKNOWLEDGED BEFORE ME THAT HE(SHE) EXECUTED AND SUBSCRIBED THE SAME FOR THE PURPOSES THEREIN EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL AT Plantation (CITY), Broward COUNTY, FLORIDA, THIS 8th DAY OF December, 1997.

Maria I. Leon  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

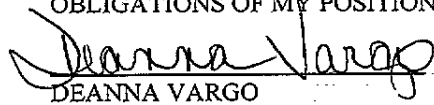


ACKNOWLEDGMENT AND CERTIFICATE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR:

PHOENIX USA INC.

AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
DEANNA VARGO

12-08-97  
DATE

97 DEC 26 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED