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EDWIN B. KAGAN, P.A.

ATTORNEY AT LAW

2709 ROCKY POINT DRIVE

SUITE 102

TAMPA, FLORIDA 33607

TELEPHONE (813) 281-5609

FACSIMILE (813) 288-0428

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 AM 9:47

January 23, 1998

VIA OVERNIGHT DELIVERY

Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Filing Section

Re: PHOENIX LIGHTING CORP.

500002411355--9
-01/26/98--01100--012
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$122.50, covering the various fees incident to the filing of the Articles of Incorporation. Please send a certified copy of the Articles to my attention at the above address.

Thank you for your cooperation.

Sincerely,


Edwin B. Kagan

EBK/bak
Enclosures

D. BROWN JAN 28 1998

ARTICLES OF INCORPORATION
OF
PHOENIX LIGHTING CORP.

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THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to the provisions of the Florida Business Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be PHOENIX LIGHTING CORP.

ARTICLE II - MAILING ADDRESS

The mailing address of this corporation is as follows:

2300 Sunset Way
St. Petersburg Beach, FL 33706

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of ten million (10,000,000) shares of common stock, having a par value of \$.001 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and the street address of the initial Registered Office of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

ARTICLE VII - DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may either be increased or decreased from time to time in accordance with the Bylaws of this corporation. The names and addresses of the individuals who are to serve as the initial directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Frank Henderson	2816 West Fountain Blvd. Tampa, Florida 33609
Mike Bronson	3041 Dominion Court Safety Harbor, Florida 34695
Richard Daniel	4505 Bay to Bay Blvd. Tampa, Florida 33629

ARTICLE VIII - AFFILIATED TRANSACTIONS

This corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

ARTICLE IX - CONTROL-SHARE ACQUISITIONS

This corporation exercises its right, pursuant to Section 607.0902(5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE X - INCORPORATOR

The name and address of the corporation's incorporator is as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

ARTICLE XI - BYLAWS

The Board of Directors of this corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of this corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board of Directors at the

time of such action shall be necessary to take any action for the making, alteration or amendment of the Bylaws.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation of PHOENIX LIGHTING CORP. this 23 day of January, 1998.

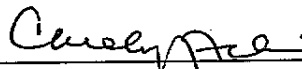


EDWIN B. KAGAN, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of PHOENIX LIGHTING CORP. was sworn to and acknowledged before me this 23 day of January, 1998, by EDWIN B. KAGAN.



NOTARY PUBLIC

My Commission Expires:

Personally Known ☒ or Produced Identification _____
Type of Identification Produced _____



CAROLYN J. FABIAN
My Commission CC428375
Expires Dec 21 1998
Bonded by NFNU
800-224-6368

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.



REGISTERED AGENT

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