

JOHN C. TRENTELMAN

ATTORNEY AT LAW

207 NORTH MAGNOLIA AVENUE

P.O. BOX 5863

OCALA, FLORIDA

34475

REAL ESTATE
PROBATE
GENERAL PRACTICE

TELEPHONE 352-732-6977

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P 9 8 0 0 0 1 4 4 4 0

February 11, 1998

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

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-02/12/98--01026--018

****122.50 ****122.50

re: PHOENIX VENTURES, INC.

Gentlemen:

EFFECTIVE DATE
2-11-98

4

Enclosed please find original and one copy of Articles of Incorporation of the captioned corporation which I ask that you approve and file.

Also enclosed is a check to your order in the sum of \$122.50 representing statutory filing fee, costs of certifying one copy of the Articles, the filing tax, and certificate of resident agent.

Would you kindly certify the enclosed copy and return it to me.

Very truly yours,



John C. Trentelman

JCT:vmc
enclosure

FILED
98 FEB 12 AM 8:51
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB FEB 13 1998

CERTIFICATE
OF
ARTICLES OF INCORPORATION

FILED
98 FEB 12 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the General Corporation Law, Chapter 607, Florida Statutes, 1997.

~~Effective Date~~
2-11-98 ARTICLE I.

The name of this corporation shall be **PHOENIX VENTURES, INC.**

ARTICLE II.

General Nature of Business

The general nature of the business to be transacted by the corporation shall be:

1. Investments, Marketing, and Marketing Research.
2. To buy, lease, hold and sell real estate and personal property.
3. To purchase, sell and hold stock in other corporations.
4. To erect buildings of any kind, and to hold, lease and sell the same.
5. To form co-partnership with other corporations or persons.
6. To engage in other lawful business which a corporation may be permitted to engage in under the laws of the State of Florida; the powers of the corporation not being limited by the general nature of the business to be transacted as herein specified.
7. For any and all of the foregoing purposes, to borrow

money and, if necessary, to mortgage, pledge and otherwise alien any and all real and personal property or any interest therein held and owned by said corporation, and to execute such promissory notes and other evidences of indebtedness as the same may be necessary or expedient to the carrying out of said purposes.

ARTICLE III.

Capital Stock

The said corporation shall issue only one class of stock, which shall be common stock with \$10.00 par value, the maximum number of shares of stock with \$10.00 par value which the corporation is authorized to have outstanding at any time shall be one hundred (100) shares; subject, however, to the right of said corporation to increase its capital stock as provided by law; and by such increase to issue additional stock either with or without nominal par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions or qualifications of voting powers of such additional stock, in an amendment to its articles of incorporation.

ARTICLE IV.

Corporate Existence

This corporation shall have perpetual existence unless sooner dissolved according to law, beginning on the date of signing by subscribers.

ARTICLE V.

The amount of capital with which this corporation shall begin

business is \$1,000.00.

ARTICLE VI.

The registered office of said corporation shall be 2240 SE 5th St., Ocala, FL 34471, with the privilege of having branch offices at other places within or without the State of Florida. The initial registered agent at such address shall be Anne E. Mersis.

ARTICLE VII.

Management by Stockholders

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VIII.

The names and post office addresses of the President and Secretary, each to hold office for the first year of existence of the corporation and until their successors are elected or appointed and have qualified are:

Anne E. Mersis, President	2240 SE 5th St., Ocala, FL 34471
Emanuel J. Mersis, V.P.	2240 SE 5 th St., Ocala, FL 34471
Anne E. Mersis, Secretary	2240 SE 5th St., Ocala, FL 34471

ARTICLE IX.

Names and addresses of Subscribers

The name and post office addresses of each subscriber of this certificate of incorporation and a statement of the number of shares of stock which he agrees to take, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, are:

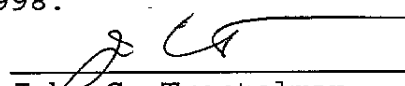
<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
John C. Trentelman	207 N. Magnolia Avenue Ocala, Florida 32670	100	\$1,000.00

ARTICLE X.

Miscellaneous

The shares of stock in the corporation may be issued to the subscribers at a meeting duly convened and held, and payment for the same may be made whether in money, property, or services, in such manner as may be provided by the said stockholders under the authority aforesaid. Stockholders shall be granted full pre-emptive rights.

IN WITNESS of the foregoing, we have hereunto set our hands and seals, and authorized to be filed in the office of the Secretary of State the foregoing Certificate of Incorporation, on this 11 day of February, 1998.

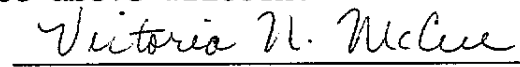


John C. Trentelman

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this 11th day of February, 1998, personally appeared before me, the undersigned, JOHN C. TRENTELMAN, to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and that he acknowledged before me the execution of the same for the uses and purposes therein set forth and expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my seal this day and year first above written.



Notary Public, State of Florida

My commission expires: _____



Victoria N. McCue
MY COMMISSION # CC672440 EXPIRES
December 16, 2001
BONDED THRU TROY FAIR INSURANCE, INC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First - That **PHOENIX VENTURES, INC.**, desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the articles of incorporation, at City of Ocala,
County of Marion, State of Florida, has named **Anne E. Mersis**,
located at 2240 SE 5th St., (Street address and number of building,
Post Office Box address not acceptable), City of Ocala, County of
Marion, State of Florida, 34471, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: Anne E. Mersis
Resident Agent

FILED
98 FEB 12 AM 8:52
TALLAHASSEE, FLORIDA