

February 13, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Registered Agent for: PHOENIX PROPERTY ASSOCIATES, INC.
Dear Sir:

Registered Agent for the following Corporation:
PHOENIX PROPERTY ASSOCIATES, INC.

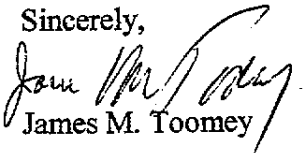
200002439512--9
02/24/98-01087-005
*****70.00 *****70.00

I acknowledge and accept the responsibilities of the registered agent for the Corporation and will abide by all the rules and regulations of this position for the Corporation.

My registered address is:
James M. Toomey
5893 Westbourn Court
Naples, FL 34112-8803

Thank you for your attention in this matter.

Sincerely,


James M. Toomey

FILED
98 FEB 24 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/25/98 T.M.

ARTICLES OF INCORPORATION
OF
PHOENIX PROPERTY ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be
PHOENIX PROPERTY ASSOCIATES, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any one time shall be as follows:

Two thousand (2,000) shares of common stock of \$.01 par value per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be
\$20.00

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The post office address of the principal office of the corporation shall be 5893
Westborough Ct., Naples, FL 34112. The Registered agent at that address is James
Toomey.

ARTICLE VII

The business of the corporation shall be conducted by a Board of Directors of not less
than two nor more than six directors.

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation existence or until their successors are elected and have qualified, are as follows:

Name:	Address:
James M. Toomey	5893 Westborough Court Naples, FL 34112
Deborah L. Toomey	5893 Westborough Court Naples, FL 34112

ARTICLE IX

The name and post office address of each subscriber of these Articles of Incorporation are as follows:

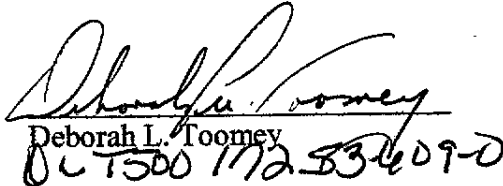
Name:	Address:
James M. Toomey	5893 Westborough Court Naples, FL 34112
Deborah L. Toomey	5893 Westborough Court Naples, FL 34112

ARTICLE X

The bylaws of this corporation shall be adopted by the Board of Directors of PHOENIX PROPERTY ASSOCIATES, INC.

IN WITNESS WHERE OF, the subscribers have affixed their signatures this 18 day
February, 1998


James M. Toomey

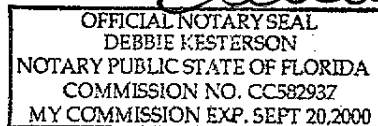

Deborah L. Toomey
DLT500 172-53609-0

STATE OF FLORIDA

COUNTY OF COLLIER

Before me, the undersigned authority, personally appeared James M. Toomey and
Deborah L. Toomey, who, after being duly sworn, acknowledged that they executed the
foregoing Articles of Incorporation for the purposes therein expressed.

Dated at Naples, County of Collier, and the State of Florida on this 18 day of
February, 1998



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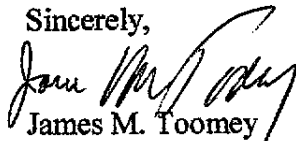
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