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**Smith
Smith
&
Parker**
ATTORNEYS AT LAW, P.A.

Michael S. Smith
Stephen A. Smith, P.A.
Gregory S. Parker

February 26, 1998

EFFECTIVE DATE
2-26-98

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/27/98--01083--011
*****78.75 *****78.75

Re: PHOENIX COMPUTER SYSTEMS, INC., a Florida corporation

Dear Sir or Madam:

Enclosed herewith for processing are the original and one copy of the proposed Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$78.75 to cover the necessary charges.

If further information or monies are required, please contact our office and inform us of such. We would appreciate your returning to this firm a certified copy of the Articles of Incorporation and a certificate.

Thank you for your courtesy and assistance in this matter.

Sincerely,

G. Cline Moore

By: Faith Dixon
Faith Dixon
Legal Secretary

FILED
98 FEB 27 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/fd

Enclosures

cc: John R. Hornbuckle

Handwritten initials and date:
CB
3-2-98

EFFECTIVE DATE
2-26-98

ARTICLES OF INCORPORATION
of
PHOENIX COMPUTER SYSTEMS, INC.

FILED
98 FEB 27 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person, do contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: PHOENIX COMPUTER SYSTEMS, INC.

ARTICLE II. ADDRESS

The initial post office address of the principal place of business of this corporation in the State of Florida is: 114 West Green Street, Perry, Florida 32347. The Board of Directors may from time to time move the principal place of business to any other address in Florida.

ARTICLE III. CORPORATE DURATION

The duration of the corporation is perpetual. In accordance with Florida Statute section 607.0203 (1993) the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after that date, then corporate existence shall commence upon filing by the Department of State.

ARTICLE IV. NATURE OF BUSINESS

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

The corporation shall have all the powers of corporations generally under the laws of the State of Florida, and shall conduct business in, have one or more office in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property.

To transact any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States of America.

To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of the corporate indebtedness as required.

ARTICLE V. CAPITAL STOCK

The maximum shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as amended.

ARTICLE VI. ADDRESS

The initial post office address of the principal place of business of this corporation in the State of Florida is: 114 West Green Street, Perry, Florida 32347. The Board of Directors may from time to time move the principal place of business to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have two directors, initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the Board of Directors, the President, Vice President and Secretary/Treasurer who shall hold office for the first year of existence of the corporation, or until their successors in office shall have been elected and qualified, are:

OFFICERS

JOHN R. HORNBUCKLE	-	PRESIDENT
114 West Green Street		
Perry, Florida 32347		

WENDY STEPHENS
114 West Green Street
Perry, Florida 32347

-

VICE PRESIDENT

-

SECRETARY/TREASURER

WENDY STEPHENS
114 West Green Street
Perry, Florida 32347

ARTICLE IX. INCORPORATORS

The name and post office address of the incorporator signing these Article of Incorporation is:


JOHN R. HORNBUCKLE
114 West Green Street
Perry, Florida 32347

ARTICLE X. REGISTERED AGENT

The agent named to accept service of process within this State is: JOHN R. HORNBUCKLE, 114 West Green Street, Perry, Florida 32347.

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for PHOENIX COMPUTER SYSTEMS, INC. at the place designated above, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091 of the Florida Statutes.


JOHN R. HORNBUCKLE
REGISTERED AGENT

98 FEB 27 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLE XI. SHAREHOLDERS


The shareholders and number of shares of corporate stock which said shareholder agrees to take shall be:

JOHN R. HORNBUCKLE Shares - 500
114 West Green Street
Perry, Florida 32347

WENDY STEPHENS Shares - 500
114 West Green Street
Perry, Florida 32347

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation may be made.


JOHN R. HORNBUCKLE
SUBSCRIBER AND INCORPORATOR

STATE OF FLORIDA)
)
COUNTY OF TAYLOR)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments and administer oaths in the State and County aforesaid, personally appeared JOHN R. HORNBuckle, as subscriber and incorporator, of PHOENIX COMPUTER SYSTEMS, INC., to me known and who acknowledged before me that he executed and subscribed to the foregoing Articles of Incorporation in the aforesaid capacities.

The foregoing instrument was acknowledged before me this 26th day of February, 1998, by JOHN R. HORNBuckle, who personally appeared before me at the time of notarization, and who:

- is personally known to me.
- produced current Florida driver's license as identification.
- produced _____ as identification.

(Seal)

Angel M. Turner
Signature of Notary



Typed Name of Notary
Commission No.: _____
My Commission Expires: _____