



LAW OFFICES OF

Danie V. Laguerre, Esq, P.A.

A Partnership of Professional Associations

798000055834

June 4, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
PHEONIX STAR, INC. *and Timber Rock Rec, Inc.*

Dear Sirs:

Enclosed please find the Articles of Incorporation completed, along with the acceptance of registered agent for your approval. Upon approval, please forward the original certificate to Mr. Robert Hershberger at the address listed on his incorporation material. If you should have any questions, please do not hesitate to contact my office.

Yours truly,


DANIE V. LAGUERRE, ESQUIRE

Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 AM 10:58

900 E. Ocean Boulevard
Suite 340
Stuart, Florida 34994
Ph. (561) 283-2868
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RP
06-23-98

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

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OF

TIMBER ROCK RECYCLING, INC.

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME: The name of this corporation is:

TIMBER ROCK RECYCLING, INC.

NATURE OF THE BUSINESS:

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

(a) To engage in every aspect and phase of business venture associated with construction and any other related venture thereof, however, that such services shall be rendered only through officers, employees and agents of this Corporation who are duly licensed under the laws of the State of Florida and otherwise engage in a lawful business related to contracting.

(b) To invest and reinvest funds of this Corporation in real estate mortgages, stocks, bonds or any other type of investment within the meaning of Chapter 621.08, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services in enrollment management and otherwise related ventures.

(c) To do each and every thing necessary and proper for the accomplishment furtherance of any of the purpose or objects of this Corporation enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and, in general, either alone or in association with other corporations firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

(d) To conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be five thousand (5,000.00) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than one hundred (100) dollars.

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The initial address of the principal office of this corporation in the state of Florida shall be:

1445 SW Egret Way
Palm City, Florida 34990

The Board of Directors may, from time to time move the principal office to any other address in the Country.

ARTICLES VII

This Corporation shall have one (1) director initially. The number of Directors may be increased from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLES VIII

The names and post office addresses of the first Board of Director is:

NAME	OFFICE	ADDRESS
Robert Hersberger	President	1445 SW Egret Way Palm City, Fl. 34990

The persons named as initial Directors shall hold office for the first year, or until its successors are chosen.

ARTICLE IX

SUBSCRIBERS: The name and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take and the value of the consideration therefore is:

1445 SW Egret Way
Palm City, Florida 34990

ARTICLE X

INITIAL REGISTERED AGENT: The street address of the initial registered office is 1445 SW Egret Way, Palm City, Florida 34990, and the name of the initial registered agent of this corporation is Robert Hershberger


ARTICLE XI

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers and directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XII

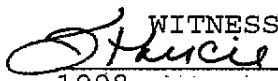
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors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

IN WITNESS WHEREOF, we have hereunto set our hands and seals
on this 19 day of June, 1998.

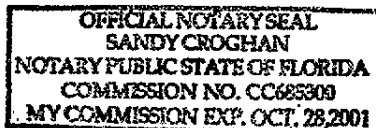

ROBERT HERSHBERGER-PRESIDENT
FLDLH621-772-57-288-0

STATE OF FLORIDA
COUNTY OF St Lucie

BEFORE ME, the undersigned authority, personally appeared
ROBERT HERSHBERGER to be well known and who subscribed as
subscribers in and who executed the foregoing Articles of
Incorporation, and they acknowledged before me that they subscribed
to these Articles of Incorporation for the purpose therein
expressed.

 WITNESS my hand and official seal at
St Lucie County, Florida on this 19 day of June 98,
1998.

My commission expires:
10-28-2001



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: *Robert Hershberger*
ROBERT HERSHBERGER - PRESIDENT

DATE: 6-19-98

FILED
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