

LAW OFFICES
VAN HAASTEREN & LUSK, P.A.

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Winter Park, Florida 32789
Telephone (407) 647-3711
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Mark Van Haasteren

Nancy F. Lusk

July 30, 1998

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*****70.00 *****70.00

The Honorable Sandra Mortham
Secretary of State
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: **PHOENIX DIVERSIFIED CAPITAL, INC.**

Attention: Division of Corporations

Enclosed for filing please find the original Articles of Incorporation and Designation and Acceptance of Registered Agent prepared for Phoenix Group of Florida, Inc., together with this law firm's check in the amount of seventy dollars (\$70.00) to cover the filing fee for the Articles and the designation of Registered Agent Fee.

Further, we are enclosing another copy of the Articles of Incorporation and request that you return it to our offices with the filing date stamped on it.

Thank you for your assistance.

Sincerely,

Nancy F. Lusk
Nancy F. Lusk

NFL/cka
Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 17 PM 4:04



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 6, 1998

NANCY F. LUSK, ESQ.
200 W. WELBORNE AVE.
WINTER PARK, FL 32789

SUBJECT: PHOENIX GROUP OF FLORIDA, INC.
Ref. Number: W98000017882

We have received your document for PHOENIX GROUP OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 898A00041162

**ARTICLES OF INCORPORATION
OF
PHOENIX DIVERSIFIED CAPITAL, INC.**

CORPORATE NAME

The name of the corporation shall be **PHOENIX DIVERSIFIED CAPITAL, INC.**

PLACE OF BUSINESS

The principal place of business and mailing address of the corporation is 200 West Welborne Avenue, Winter Park, Florida 32789.

SHARES OF STOCK

The corporation shall have the authority to issue one thousand (1,000) shares of stock.

REGISTERED AGENT

The Registered Agent of the corporation is **MARK VAN HAASTEREN** and the registered street address is 200 West Welborne Avenue, Winter Park, Florida 32789.

BOARD OF DIRECTORS

The initial Board of Directors shall have two (2) members whose names and addresses are as follows:

**RICHARD W. SHAW
2858 Osprey Cove
#201
Kissimmee, Florida 34746**

**DAVID H. MILES
3286 Majestic Oaks Drive
St. Cloud, Florida 34771**

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one (1).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INCORPORATOR

The Incorporator of this corporation is **DAVID H. MILES** whose street address is 3286
Majestic Oaks Drive, St. Cloud, Florida 34771.

DURATION

The duration of the corporation is to be perpetual.

Dated: _____

7/30/98

David H. Miles
DAVID H. MILES
Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
FOR
PHOENIX DIVERSIFIED CAPITAL, INC.

Having been named as Registered Agent and to accept service of process for **PHOENIX DIVERSIFIED CAPITAL, INC.**, at 200 West Welborne Avenue, Winter Park, Florida 32789, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

Dated: _____

JULY 30, 1998



MARK VAN HAASTEREN

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TALLAHASSEE, FLORIDA