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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PHOENIX FUNDING, INC.

AUDIT NUMBER.....H98000015264

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

PHOENIX FUNDING, INC.

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The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is Phoenix Funding, Inc. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is c/o Broad and Cassel, 500 East Broward Boulevard, Suite 1130, Fort Lauderdale, Florida 33394.
- THIRD: The maximum number of shares of stock which the Corporation is authorized to issue or have outstanding at any time shall be ten million (10,000,000) shares of common stock of \$.01 par value.
- FOURTH: The street address of the initial registered office of the Corporation is: c/o Broad and Cassel, 500 East Broward Boulevard, Suite 1130, Fort Lauderdale, Florida 33394 and the registered agent at that address is: William C. Phillippi.
- FIFTH: The name and address of the incorporator of the Corporation is: William C. Phillippi, c/o Broad and Cassel, 500 East Broward Boulevard, Suite 1130, Fort Lauderdale, Florida 33394.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The corporation expressly elects not to be governed by either 607.0901 or 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

William C. Phillippi, P.A.

Florida Bar No.: 190129

Broad and Cassel

500 East Broward Boulevard, Suite 1130

Fort Lauderdale, Florida 33394 (954) 764-7060

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IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 17th day of August, 1998.

William C. Phillippi
WILLIAM C. PHILLIPPI, INCORPORATOR

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 I am familiar with and accept the obligations of my position as registered agent.

Dated: This 17th day of August, 1998.

William C. Phillippi
WILLIAM C. PHILLIPPI, REGISTERED AGENT

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