

P98000105636

Stanley Zamor
5101 SW 114th terr.
Fort Lauderdale, FL 33330
(954) 442-9368

December 18, 1998

Carolyn Batten
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-11/30/98--01025--017
*****70.00 *****70.00

Dear Ms. Batten:

Please refile these Articles of Incorporation of Pheonix Gold Construction, Corp., as the correction have been made as per your instruction. Please apply the already sent/received Seventy (\$70.00) Dollar filing fee to the new articles. Should you need any further information, please contact me at my daytime number of (954) 764-7060.

Sincerely,

Stanley Zamor
Stanley Zamor

Sz

Enclosures

FILED
98 DEC 21 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
12-21-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 14, 1998

STANLEY ZAMOR 2ND. MAILING
5101 S.W. 114TH WAY
FT. LAUDERDALE, FL 33330

SUBJECT: PHOENIX CONSTRUCTION, CORP.
Ref. Number: W98000027044

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

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 998A00057274

ARTICLES OF INCORPORATION
OF
PHOENIX GOLD CONSTRUCTION, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be PHOENIX GOLD CONSTRUCTION, CORP.

ARTICLE II

NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of voting common stock with \$0.01 par value and one thousand (1,000) shares of non-voting common stock with a \$0.01 par value, as, when and for such consideration as may be fixed from time to time by the Board of Directors.

Except for the right to vote, the rights of the voting and non-voting common stock are the same, and no other preferences or limitations shall apply.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 5101 SW 114TH Way, Fort Lauderdale, Florida 33330.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Stanley Zamor
5101 SW 114 Way
Fort Lauderdale, Florida 33330

ARTICLE VII

INITIAL DIRECTORS

The name and address of the members of the initial Board of Directors shall be:

<u>Name</u>	<u>Address</u>
President Paulette Zamor	5101 SW 114 th Way Fort Lauderdale, Florida 33330
Vice President Stanley Zamor	5101SW 114 th Way Fort Lauderdale, Florida 33330

ARTICLE VIII

INCORPORATOR

The name and address of the persons signing these Articles of Incorporation are:

Stanley Zamor
5101 SW 114th Way
Fort Lauderdale, Florida 33330

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each shareholder owning voting common stock of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any voting common stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of voting common stock shares such shareholder holds at the time of issue bears to the total number of voting common stock shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by such shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X

SPECIAL ELECTION

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.

ARTICLE XI

AMENDMENT

The Board of Directors may amend any part of the Articles of Incorporation, without shareholder action, including but not limited to the amendments permitted under §607.1002 of the Florida Business Corporation Act.

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


STANLEY ZAMOR, INCORPORATOR

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 17th day of December, 1998, by STANLEY ZAMOR is personally known to me or who has produced as identification and who did (did not) take an oath.

Andrea Spener

SIGNATURE OF NOTARY

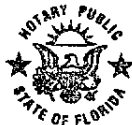
Andrea S. Joyner

PRINTED NAME OF NOTARY



ANDREA S JOYNER
My Commission CC458257
Expires May. 02, 1999
Bonded by HAI
800-422-1555

COMMISSION EXPIRES



ANDREA S JOYNER
My Commission CC458257
Expires May. 02, 1999
Bonded by HAI
800-422-1555

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: PHOENIX GOLD CONSTRUCTION, CORP.
2. The name and address of the registered agent and office is:

Stanley Zamor
5101 SW 114 way
Fort Lauderdale, Florida 33025


STANLEY ZAMOR, INCORPORATOR

Dated this 17th day of December, 1998

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


STANLEY ZAMOR, INCORPORATOR

Dated this 17th day of December, 1998.

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98 DEC 21 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA