

P99000005832



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 105266 100456A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 20, 1999

ORDER TIME : 12:03 PM

ORDER NO. : 105266-005

100002748341--0

-01/20/99--01083--020

CUSTOMER NO: 100456A

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CUSTOMER: Mr. Russell Thomas  
BECKER & POLIAKOFF, P.A.  
BECKER & POLIAKOFF, P.A.  
Suite 2400  
401 East Jackson Street  
Tampa, FL 33602

DOMESTIC FILING

NAME: THE PHOENIX RIGGING COMPANY,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED  
99 JAN 20 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 JAN 20 PM 12:54  
DIVISION OF CORPORATION

Rmc  
1-20-99

(7)

**ARTICLES OF INCORPORATION  
OF  
THE PHOENIX RIGGING COMPANY, INC.**

**FILED**  
99 JAN 20 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***ARTICLE I - NAME***

The name of this Corporation is:

**THE PHOENIX RIGGING COMPANY, INC.**

***ARTICLE II - DURATION***

The duration of the Corporation shall be perpetual.

***ARTICLE III - PURPOSE***

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

***ARTICLE IV - CAPITAL STOCK***

This Corporation is authorized to issue 100 shares of \$1.00 per share par value common stock, which shall be designated "Common Shares".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

***ARTICLE V - PRINCIPAL OFFICE***

The principal office or mailing address of the Corporation is:

4336 Knights Station Road  
Lakeland, FL 33810

***ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT***

- A. The street address of the initial registered office of this Corporation is:

401 E. Jackson St., Suite 2400  
Tampa, FL 33602

- B. The name of the initial Registered Agent of this Corporation at such address is:

Russell S. Thomas

***ARTICLE VII - INITIAL BOARD OF DIRECTORS***

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial Director of this Corporation is:

Michael Wiener  
8255 Mountain Sights, Suite 10  
Montreal Quebec, H4P 2B5  
Canada

***ARTICLE VIII - INCORPORATOR***

- A. The name of the person signing these Articles is:

Russell S. Thomas

- B. The address of the person signing these Articles of Incorporation is:

401 E. Jackson St., Suite 2400  
Tampa, FL 33602

### ***ARTICLE IX - BYLAWS***

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

### ***ARTICLE X- CALLING OF SPECIAL MEETING***

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

### ***ARTICLE XI- REMOVAL OF DIRECTORS***

A fifty-one percent (51%) interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

### ***ARTICLE XII- INTERESTED DIRECTORS CONTRACTS***

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

- a. The fact of such relationship or interest is disclosed or known to the

Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

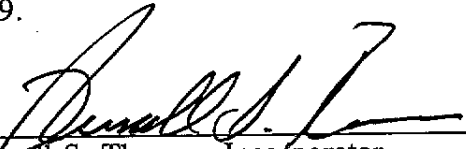
#### ***ARTICLE XIII- EXTRAORDINARY ACTION***

The affirmative vote of sixty-six and two-thirds percent (66-2/3%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

#### ***ARTICLE IX - INDEMNIFICATION***

Any officer, director or employee of the Corporation shall be indemnified to the full extent allowed by the laws of the State of Florida.

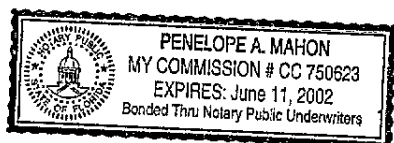
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 19th day of January, 1999.

  
\_\_\_\_\_  
Russell S. Thomas, Incorporator

STATE OF FLORIDA :

COUNTY OF HILLSBOROUGH :

THE FOREGOING INSTRUMENT was acknowledged before me this 19th day of  
January, 1999 by Russell S. Thomas, who X is personally known to me or \_\_\_\_\_ has  
produced \_\_\_\_\_ as identification and did not take an  
oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate  
identification number.]



  
\_\_\_\_\_  
Notary Public

Penelope A. Mahon  
\_\_\_\_\_  
(Printed Name of Notary)

My Commission Expires:

6/11/02

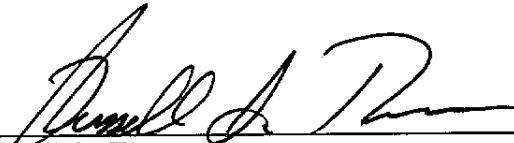
CC 750623  
\_\_\_\_\_  
(Serial Number, if any)

FILED

ACKNOWLEDGMENT OF REGISTERED AGENT 99 JAN 20 PM 3:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for THE PHOENIX RIGGING  
COMPANY, INC. at the place designated in the foregoing Articles of Incorporation, I hereby  
accept to act in such capacity, and agree to comply with the provisions of Section 48.04, *Florida*  
*Statutes*, relative to keeping open said office.

  
\_\_\_\_\_  
Russell S. Thomas

WKI:RT1  
11199:80356.03