

P99000015221

HOLLENBERG LEVIN SOLOMON ROSS BELSKY & DANIELS, LLP

ATTORNEYS AT LAW

4400 NORTH FEDERAL HIGHWAY

BOCA RATON, FLORIDA 33431

Telephone: 561-451-3800

Fax: 561-479-0732

www.hollenberg.com

Resident Counsel

THEODORE DANIELS

New York Office

585 STEWART AVENUE

GARDEN CITY, NY 11530-4732

516-745-6000

Fax: 516-745-6642

February 12, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

600002775466--6

-02/15/99-01093-013

\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Incorporation of Phoenix of Las Olas, Inc.

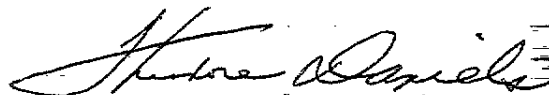
Dear Sirs and Mesdames:

We enclose Articles of Incorporation for Phoenix of Las Olas, Inc. in duplicate for filing and return of a certified copy.

A check in the amount of \$122.50 representing the filing fee and certification fee is also enclosed. Kindly return the certified copy in the self addressed envelope provided.

Thank you.

Very truly yours,



Theodore Daniels

td/mt  
10121  
Encl.

FILED  
99 FEB 15 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK FEB 17 1999

ARTICLES OF INCORPORATION

OF

PHOENIX OF LAS OLAS, INC.

ARTICLE I - NAME

PHOENIX OF LAS OLAS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1101 West Rogers Circle, Suite #2 Boca Raton, Florida 33487

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares, all of which shall be common, without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Theodore Daniels, 4400 North Federal Highway, Boca Raton, Florida 33431.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is Glenn Levins, 1101 West Rogers Circle, Suite #2, Boca Raton, Florida 33487.

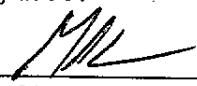
ARTICLE VI - PURPOSE

The corporation may engage in any lawful business activity.

ARTICLE VII - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of the board of directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12 day of February, 1999.

  
Glenn Levins

FILED  
99 FEB 15 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered officer/registered agent in the state of Florida:

1. Name of the Corporation is:

Phoenix of Las Olas, Inc.

2. Name and address of the registered agent is:

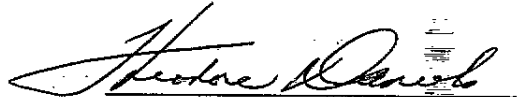
Theodore Daniels  
4400 North Federal Highway  
Boca Raton, Florida 33431

Signature 

Title: President

Date: February 12, 1999

Having been named as registered agent and to accept service 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.



Theodore Daniels

Date: February 12, 1999

FILED  
99 FEB 15 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA