

Division of Corporations

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## Florida Department of State

Division of Corporations  
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Phone : 076067004147  
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## FLORIDA PROFIT CORPORATION OR P.A.

Phoenix Institute, Inc.

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ARTICLES OF INCORPORATION  
OF  
PHOENIX INSTITUTE, INC.  
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of PHOENIX INSTITUTE, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is The Phoenix Institute, Inc. and the street address of the initial principal office of the Corporation is 2455 East Sunrise Blvd., Suite 309, Fort Lauderdale, Florida 33304

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Million (1,000,000) shares of One Dollar (\$1.00) par value Common Stock.

PREPARED BY: Laura Holm, Esq.  
English, McCaughan & O'Bryan, P.A.  
100 N. E. 3 Avenue, Suite 1100  
Fort Lauderdale, FL 33301  
(954) 462-3300  
FL Bar #0993646

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ARTICLE IVINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301 and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE VINITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
William Ellis	2455 E. Sunrise Blvd., Suite 309 Fort Lauderdale, FL 33304

ARTICLE VIINCORPORATOR

The name and address of the Incorporator of the Corporation is Laura M. Holm, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of March 1999.

  
\_\_\_\_\_  
LAURA M. HOLM, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for PHOENIX INSTITUTE, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

EMO CORPORATE SERVICES, INC.,  
Initial Registered Agent

Dated: March 9, 1999

By:   
Janet Quinn, Assistant Secretary

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