

P99000033325

Requestor's Name

28808 Hanging Moss Loop
- Wesley Chapel, FL 33543

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****128.75 ****128.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

99 APR -6 PM 6:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Mr. Reiter GAVE
AUTHORIZATION BY PHONE TO
CORRECT corp name add^{rs}
DATE 4/21/99
SIC EXAM SP

C



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 24, 1999

HELEN LOPEZ
28808 HANGING MOSS LOOP
WESLEY CHAPEL, FL 33543

SUBJECT: AMERICAN PHOENIX COMMUNATION, INC.
Ref. Number: W99000007036

We have received your document for AMERICAN PHOENIX COMMUNATION, INC. and your check(s) totaling \$128.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

ARTICLES ENCLOSED ARE FOR THE STATE OF GEORGIA, PLEASE SEND ARTICLE FOR THE STATE OF FLORIDA

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 099A00014699

JACOB I. REIBER - ATTORNEY AT LAW
LINSKY & REIBER - TAMPA - WESLEY CHAPEL
TELEPHONE (813) 973-0883
FACSIMILE (813) 973-0284

PHYSICAL ADDRESS:
26650 STATE ROAD 54
LUTZ, FLORIDA 33549

MAILING ADDRESS:
POST OFFICE BOX 7055
WESLEY CHAPEL, FLORIDA 33543-7055

April 7, 1999

Division of Corporations
Florida Department of State
Attn: Dana Calloway, Document Specialist
Post Office Box 6327
Tallahassee, Florida 32314

Re: Letter No. 099A00014699
American Phoenix Communication, Inc.

Dear Sir or Madam:

In reply to your letter of March 24, 1999, my clients have elected not to domesticate the Georgia Corporation, but to form a new Florida corporation replacing the Georgia Corporation. I am enclosing Articles of Incorporation for the new corporation (original and copy) and ask that you apply the \$128.75 previous payment held by the Department of State to the \$78.75 incorporation cost and to refund the balance to this office payable to Helen Lopez. Should you have any questions or comments, please do not hesitate to call.

Sincerely,

LINSKY & REIBER


Jacob I. Reiber, Esquire

JIR/tdt
Enclosure

corporation\capital.con

ARTICLES OF INCORPORATION

of

AMERICAN PHOENIX COMMUNICATIONS, INC.

99 APR -6 PM 6:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

AMERICAN PHOENIX COMMUNICATIONS, INC.

ARTICLE II

DURATION

This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

The general purposes for which this corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the statutes of the State of Florida or to engage in any trade or business which, in the opinion of the Board of Directors of the corporation, can be advantageously carried on in connection with any lawful purpose or business endeavor that the corporation may elect to undertake.

2. To do any and all other things as are incidental, desirable or necessary in order to accomplish any or all of the foregoing purposes of the corporation.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of stock having a par value of \$1.00. All shares of stock shall be designated as common shares.

ARTICLE V

DIVIDENDS

The holder(s) of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of Directors from the net earnings or from the surplus of the assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or in shares of the common stock of the corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT PRINCIPAL ADDRESS OF CORPORATION

The street address of the initial registered office of this corporation is 28808 Hanging Moss Loop, Wesley Chapel, Florida 44543, and the name of the initial registered agent of this corporation is Helen Lopez. The address of the principal office of the corporation is 28808 Hanging Moss Loop, Wesley Chapel, Florida 44543, and its mailing address is: 28808 Hanging Moss Loop, Wesley Chapel, Florida 44543.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The board of directors of the corporation shall consist of Four (4) members initially. The number of directors may be increased from time to time as provided for in the bylaws. The initial directors shall be as follows:

Helen Lopez, 28808 Hanging Moss Loop, Wesley Chapel, Florida 44543
Joel R. Lopez, 28808 Hanging Moss Loop, Wesley Chapel, Florida 44543
John M. Lopez, 1636 North Summerset Drive, #3, Racine, Wisconsin 53406
James M. Lopez, 2336 Parkstone Drive, Charleston, South Carolina 29414

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Articles of Incorporation is:

Helen Lopez, 28808 Hanging Moss Loop, Wesley Chapel, Florida 44543.

ARTICLE IX

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. 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 shareholders entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

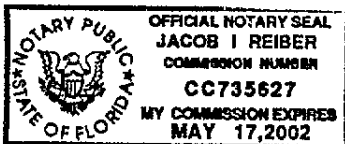
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this 6th day of April, 1999.

Helen Lopez
HELEN LOPEZ

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments personally appeared HELEN LOPEZ as incorporator, to me personally known to be the person described or who has produced _____ as identification, and who executed the foregoing Articles of Incorporation.

WITNESS MY HAND and official seal at Lutz, Pasco County, Florida, this 6th day of April, 1999.



Jacob I Reiber
Notary Public, State of Florida
My Commission Expires:
My Commission Number is:

corp\artinc

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That AMERICAN PHOENIX COMMUNICATIONS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Wesley Chapel, County of Pasco, State of Florida, has named HELEN LOPEZ. as its agent to accept service of process within the state.

Having been named to accept service of process for the above named corporation, at a place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of this act relative to keeping open said office.

REGISTERED OFFICE ADDRESS:

28808 Hanging Moss Loop, Wesley Chapel, Florida 44543

BY: Helen Lopez
HELEN LOPEZ

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FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA