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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

EFFECTIVE DATE
4-26-99

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To:
Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Phoenix Residential Properties, Inc.

Certificate of Status	0
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Page Count	04
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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Phoenix Residential Properties, Inc.

EFFECTIVE DATE
4-26-99

Article II. Address

The mailing address of the Corporation is:
Phoenix Residential Properties, Inc.
23311 Water Circle
Boca Raton FL 33486

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Mort Schwartz
23311 Water Circle
Boca Raton FL 33486

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Richard Pearl

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Incorporate IBC Expedite, Inc.
1317 Third Avenue, Suite 100
New York NY 10021
888-552-9333

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

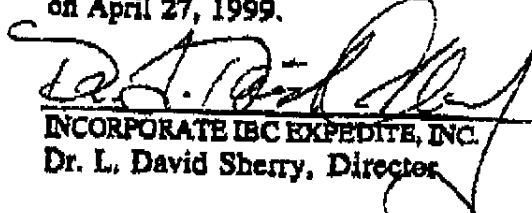
Article VI. Incorporator

The name and address of the incorporator is:
Incorporate IBC Expedite, Inc.
1317 Third Avenue, Suite 100
New York NY 10021

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 26, 1999.

The undersigned incorporator executed these Articles of Incorporation on April 27, 1999.



INCORPORATE IBC EXPEDITE, INC.
Dr. L. David Sherry, Director

Incorporate IBC Expedite, Inc.
1317 Third Avenue, Suite 100
New York NY 10021
688-552-9333

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

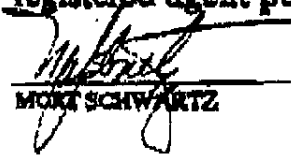
CORPORATION:

Phoenix Residential Properties, Inc.

REGISTERED AGENT/OFFICE:

Mort Schwartz
23311 Water Circle
Boca Raton FL 33486

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


MORT SCHWARTZ

Date: April 27, 1999

Incorporate IBC Expedite, Inc.
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New York NY 10021
888-552-9333

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