

ACCOUNTANTS & TAX MANAGEMENT CONSULTANTS

International Practitioners

200 North Denning Drive, Suite 10

Winter Park, Florida 32789

(407) 629-8696

P99000064974

Tuesday, July 13, 1999

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

600002932606--7
-07/15/99--01082--010
122.50 **78.75

RE :INCORPORATION OF THE RISING PHOENIX CROUP, INC.

DEAR SIRs,

I ENCLOSE AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN THE AMOUNT OF \$122.50. WE ASK THAT YOU CERTIFY AND RETURN THE ATTACHED COPY ALONG WITH YOUR CERTIFICATION OF INCORPORATION TO THE FOLLOWING ADDRESS:

AUGUST C MAYORGA
ACCOUNTANTS & TAX MANAGEMENT CONSULTANTS
200 NORTH DENNING DRIVE, SUITE 10
WINTER PARK, FL 32789

THANK YOU FOR YOUR KIND AND PROMPT ASSISTANCE.

SINCERELY,



AUGUST C MAYORGA

FILED
99 JUL 15 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 JUL 15 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE RISING PHOENIX GROUP, INC.

ARTICLE I
NAME

The Name of the corporation is **THE RISING PHOENIX GROUP, INC.**

ARTICLE II
APPLICABLE LAW

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III
DURATION

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

ARTICLE IV
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V
CAPITAL STOCK

The Corporation will have authority, acting by its board of directors, to issue not more than two thousand shares of common stock. The Corporation shall authorize 1,000 shares.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE OF THE CORPORATION

The Street and mailing address of the initial registered office of business and principal office of the Corporation is **9972 Flint Circle, Orlando, Florida 32805**. The initial registered agent of the Corporation at that address is **David Green**. The principal office address and the registered office address is the same.

ARTICLE VII
PREEMPTIVE RIGHTS

No holders of any class or series of shares of the Corporation will be entitled as a matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the corporation, whether or not convertible into or carrying any option to purchase any such shares.

ARTICLE VIII
INDEMNIFICATION

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE IX
LIMITATION OF DIRECTOR LIABILITY

A Director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- a. The director breached or failed to perform his duties as a director; and
- b. The director's breach of, or failure to perform, those duties constitute:
 - (1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;
 - (2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;
 - (3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 is applicable;
 - (4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or
 - (5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act of omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

The limitation of director liability will be consistent with the Florida Business Corporation Act as the same may be from time to time amended.

ARTICLE X
INITIAL BOARD OF DIRECTORS

The initial board of directors will consist of three members. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the directors comprising the initial Boards of directors are:

Nestor Gonzalez, President
2251 Churchill Down Circle
Orlando, FI 32825

David Green, Vice President
9972 Flint Circle
Orlando, FI 32805

Sammy Mike, Secretary & Treasurer
2879 South Conway Road, #153
Orlando, FI 32812

INCORPORATOR

The name and address of the incorporator of the Corporation is:

Nestor Gonzalez
2251 Churchill Down Circle
Orlando, FI 32825

IN WITNESS WHEREOF, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this 23rd day of June 1999.



Nestor Gonzalez, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having being named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with provisions of all statutes relative to the proper and complete performance of my duties.



David Green, Registered Agent

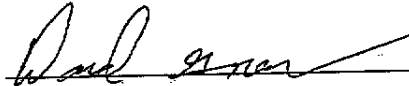
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 office/registered agent, in the State of Florida.

1. The name of the Corporation is: **THE RISING PHOENIX GROUP, INC.**
2. The name and street address of the registered agent and office is:

David Green
9972 Flint Circle
Orlando, FL 32805

Signature: _____



Title: Registered Agent

Date: June 23, 1999.

FILED

99 JUL 15 AM 11:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA