P99WC66/2/

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

SUBJECT: PHOENIX ASSET MANAGEMENT INC.
(Proposed corporate name - must include suffix)

NOTE: Please provide the original and one copy of the articles.



ARTICLES OF INCORPORATION

ARTICLE I CORPORATE NAME

The name of the corporation is PHOENIX ASSET MANAGEMENT INC.

ARTICLE II PRINCIPAL OFFICE

The address of the principal place of business of this corporation in the state of Florida shall be 207 JASMINE LANE, LONGWOOD, FLORIDA 32779...

ARTICLE III SHARES

The capital stock of this corporations of 1,000,000 shares of common stock \$0.01 par value.

ARTICLE IV INITIAL REGISTERED AGENT

The name and Florida street address of the initial registered agent shall be ROY MEADOWS, 207 JASMINE LANE, LONGWOOD, FLORIDA 32779

ARTICLE V INCORPORATOR

The name and address of the of the incorporation to these Articles of Incorporation is ROY MEADOWS, 207 JASMINE LANE, LONGWOOD, FLORIDA 32779.

Roy Meadows, Incorporator

July 14, 1999

REGISTERED AGENT

Having been named as registered agent and to accept service of the process for the above Stated corporation at the place designated in this certificate, I hereby accept the appointment as reg-Istered agent and agree to act in this capacity. I further agree to comply with the provisions of all The states 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.

Roy Meadows, Resistered Agent PHOENIX ASSET MANAGEMENT INC.