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FLORIDA PROFIT CORPORATION OR P.A.

Phoenix Investment Management, Inc.

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**ARTICLES OF INCORPORATION
OF
PHEONIX INVESTMENT MANAGEMENT, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Phoenix Investment Management, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 2090 Palm Beach Lakes Boulevard, Suite 700, West Palm Beach, Florida 33409.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

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FTL:605727:1
Prepared by:

Michael H. Krul, Esq., FL Bar #0196954
Ruden, McClosky, et al, P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 2090 Palm Beach Lakes Boulevard, Suite 700, West Palm Beach, Florida 33409 and the initial registered agent of this Corporation at that address shall be Michael Burnick.

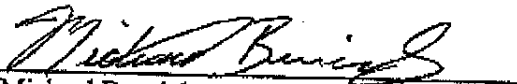
ARTICLE V

INCORPORATOR

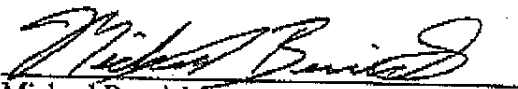
The name and street address of the persons signing these Articles of Incorporation is: ..

Michael Burnick
2090 Palm Beach Lakes Boulevard, Suite 700
West Palm Beach, Florida 33409

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals this 2 day of August, 1999.


Michael Burnick
Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Michael Burnick
Registered Agent

FTL:605727:1
Prepared by:

Michael H. Krul, Esq., FL Bar #0196954
Ruden, McClosky, et al, P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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