

NORMAN MALINSKI, P.A.

20803 BISCAYNE BOULEVARD
SUITE 200
AVENTURA, FLORIDA 33180

TELEPHONE (305)937-4242
TELECOPIER (305)937-4261

EFFECTIVE DATE
8-13-99

August 17, 1999
P99000075780

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

FILED
99 AUG 20 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation of PHOENIX GROUP INTERNATIONAL, INC.

200002965602--0
-08/20/99--01065--015
****122.50 *****78.75

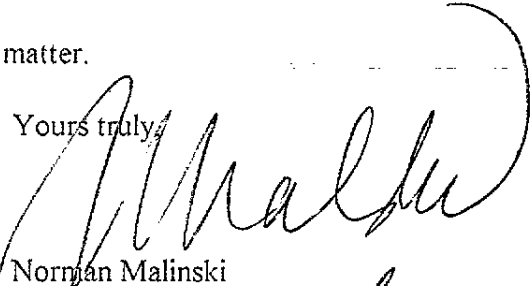
Gentlemen:

Enclosed for filing with your office are duplicate originals of the Articles of Incorporation of PHOENIX GROUP INTERNATIONAL, INC.

I am enclosing my check in the amount of \$122.50 to cover the filing fee.

Thank you for your prompt attention to this matter.

Yours truly,


Norman Malinski

NM/sm

Enclosures

ARTICLES OF INCORPORATION
OF
PHOENIX GROUP INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

PHOENIX GROUP INTERNATIONAL, INC.

ARTICLE II
DURATION

This corporation shall commence its existence on the date of execution and acknowledgment of these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 500 shares of common stock, \$1.00 par value.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180 and the initial registered agent of this corporation is Norman Malinski, Esquire. The address of the corporation is the same as the Registered Office of this Corporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation will have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation are:

Director: Richard J. Lucibella
C/o Norman Malinski, Esquire
20803 Biscayne Boulevard, Suite 200
Aventura, Florida 33180

FILED
99 AUG 20 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32303

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is Norman Malinski, 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer of Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of August, 1999.



NORMAN MALINSKI

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 13th DAY OF AUGUST, 1999.

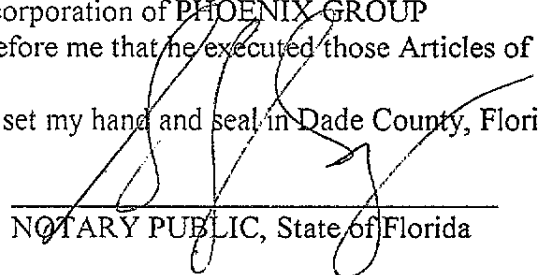


NORMAN MALINSKI

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared NORMAN MALINSKI, known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of PHOENIX GROUP INTERNATIONAL, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in Dade County, Florida aforesaid, this 13th day of August, 1999.



NOTARY PUBLIC, State of Florida

My commission expires:

