

PHILIP SHENKMAN, Certified Public Accountant, P.A.

12515 North Kendall Drive, Suite 314

Miami, Florida 33186

Telephone: 305-271-8585

EFFECTIVE DATE

10-1-99

P99000084395

August 1, 1999

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

RE: FENIX INTERNATIONAL INC.

400002991154--8

09/20/99-01093-003

122.50 **78.75

Dear Sirs,

Please find a check for \$ 122.50 enclosed for fees to file the Articles of Incorporation for Fenix International Inc. Please return both copies of the Articles to the above address.

Sincerely,

PHILIP SHENKMAN C. P. A., P. A.

Philip Shenkman

Philip Shenkman
Certified Public Accountant

PS/cc
enclosures

FILED
99 SEP 20 AM 8:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jon. Bastian GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. I
DATE 9-23-99
DOC. EXAM WC

Member:

American Institute of Certified Public Accountants
Florida Institute of Certified Public Accountants

9-23
WC

EFFECTIVE DATE
10-1-99

FILED
99 SEP 20 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FENIX INTERNATIONAL INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

FENIX INTERNATIONAL INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law. The Corporation shall commence its existence as of October 1, 1999.

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of the Corporation, or the mailing address of the Corporation shall be:

12963 S.W. 150 Terrace
Miami, Florida 33186

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below. It will be known as Section 1244 Stock pursuant to the Internal Revenue code as amended in 1986 and no other.

Maximum Number of Shares	100
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Par Value Per Share	\$1.00
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The authorized shares of par value common stock may be issued for only a consideration having, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE VI

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

12963 S.W. 150 Terrace

Miami, Florida 33186

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

ADELINA PALACIOS

ARTICLE VIII

INCORPORATOR

The name and address of each incorporator is as follows:

ADELINA PALACIOS

12963 S.W. 150 TERRACE, MIAMI, FLORIDA 33186

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The initial Board of Directors shall consist of one (1) member whose name and address is as follows:

ADELIN PALACIOS

12963 S.W. 150 TERRACE, MIAMI, FLORIDA 33186

ARTICLE X
MISCELLANEOUS

A. The initial officers of the Corporation and their addresses shall be as follows:

President: ADELINA PALACIOS
12963 S.W. 150 TERRACE
MIAMI, FLORIDA 33186

B. Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation.

C. The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Stockholders.

D. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

E. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or deficiency of notice.

F. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

G. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, of Officers of, such other Corporation

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 16th day of September, 1999.

Adelina Palacios
ADELINA PALACIOS

STATE OF FLORIDA
COUNTY OF DADE

EXECUTION OF the foregoing instrument was acknowledged before me this 16 day of September, 1999, by Adelina Palacios, who is personally known to me or who has produced sufficient evidence of identification (described below) and who did take the oath.

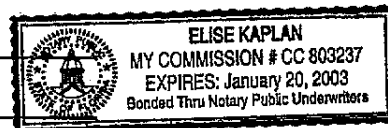
Description of identification produced: Driver License

Elise Kaplan

NOTARY PUBLIC - SIGNATURE ABOVE

NOTARY NAME: Elise Kaplan

COMMISSION NO: CC 803237



COMMISSION EXP. DATE: 01-20-03

Notary Name/Commission Number/Exp. Date - Type or Printed

The undersigned hereby accepts designation as Registered Agent of the Corporation.

Adelina Palacios
ADELINA PALACIOS