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September 24, 1999

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Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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*****87.50 *****87.50

Re: Phoenix Unlimited, Inc.

Enclosed for filing is the original and one copy of the Articles of Incorporation for Phoenix Unlimited, Inc.

Thank you for your prompt attention to this matter.

Sincerely yours,

Stephen D. Marlowe
Stephen D. Marlowe

CM

SDM/cm
Enclosures

FILED
99 SEP 27 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/30/99

**ARTICLES OF INCORPORATION
OF
PHOENIX UNLIMITED, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I
Name**

The name of the corporation is Phoenix Unlimited, Inc.

**ARTICLE II
Mailing Address**

The mailing address is 2413 Bayshore Blvd. #1104 Tampa, Florida 33629.

**ARTICLE III
Stock**

The corporation shall have authority to issue 7000 shares of \$1.00 par value common stock.

**ARTICLE IV
Initial Registered Agent and Office**

The street address of its initial registered office is 300 S. Hyde Park Ave. Suite 180, Tampa, Florida 33606, and the name of its initial registered agent at that address is Stephen D. Marlowe.

**ARTICLE V
Incorporator**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stephen D. Marlowe	300 S. Hyde Park Ave. Suite 180 Tampa, Florida 33606

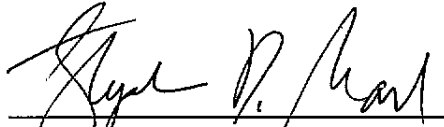
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ARTICLE VI
Initial Director

The corporation initially shall have one director, whose name and address :

<u>Name</u>	<u>Address</u>
Lee Schwartz	2413 Bayshore Blvd. #1104 Tampa, Florida 33629

Dated this 24 day of September, 1999.



Stephen D. Marlowe, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 24 day of September, 1999.



Registered Agent

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TALLAHASSEE, FLORIDA