

SEP-01-99 10:04 From: GREENBERG TRAUIG

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P 99000076440

Florida Department of State
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BASIC AMENDMENT

SOUTHERN CROSS DEVELOPMENT PARTNERS, INC.

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Page Count	06
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 1, 1999

SOUTHERN CROSS DEVELOPMENT PARTNERS, INC.
ONE BOCA PLACE
2255 GLADES ROAD, SUITE 419 ATRIUM
BOCA RATON, FL 33431

SUBJECT: SOUTHERN CROSS DEVELOPMENT PARTNERS, INC.
REF: P99000076440

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

EVERY PAGE MUST HAVE THE CURRENT FAX AUDIT NUMBER - H99000021844. PLEASE RETAIN THE LETTER OF AUGUST 27 AND THE CERTIFICATE FROM THE ORIGINAL FILING. THESE ARE NOT NEEDED.

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Karen Gibson
Corporate Specialist

FAX Aud. #: H99000021844
Letter Number: 899A00043510

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ARTICLES OF CORRECTION
OF
SOUTHERN CROSS DEVELOPMENT PARTNERS, INC.

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TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby adopt the following Articles of Correction:

1. The name of the Corporation is Southern Cross Development Partners, Inc.
2. Article I of the Articles of Incorporation filed on August 26, 1999, is hereby corrected to read as follows:

"ARTICLE I - NAME - The name of this corporation is Southstar Development Partners, Inc. (the "Corporation")."

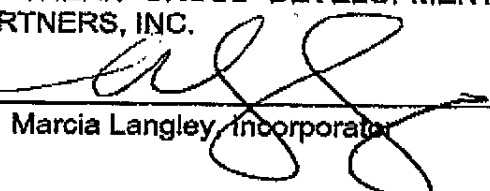
Article I in the current document reads "The name of this corporation is Southern Cross Development Partners, Inc. (the "Corporation")." A copy of the Articles of Incorporation are attached hereto.

3. The Corporation has not yet issued shares.
4. The correction herein provided for was adopted by the sole incorporator of the Corporation without shareholder action on August 30, 1999.
5. Shareholder action was not required.
6. The undersigned is the sole incorporator of the Corporation.

Executed as of August 30, 1999.

Marcia Langley, Esq.
2255 Glades Rd., #419 Atrium
Boca Raton, FL 33431
(561) 912-3200
FL Bar #502057

SOUTHERN CROSS DEVELOPMENT
PARTNERS, INC.

By: 

Marcia Langley, Incorporator

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ARTICLES OF INCORPORATION
OF
SOUTHERN CROSS DEVELOPMENT PARTNERS, INC.

ARTICLE I - NAME

The name of this corporation is Southern Cross Development Partners, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

c/o One Boca Place
2255 Glades Road, Suite 419 Atrium
Boca Raton, FL 33431

ARTICLE III - PURPOSE

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

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of \$.01 par value common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Marcia Langley, Esq.
2255 Glades Rd., Suite 419 Atrium
Boca Raton, FL 33431
(561) 912-3200
FL Bar #502057

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ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Marcia Langley
One Boca Place
2255 Glades Road, Suite 419 Atrium
Boca Raton, FL 33431

ARTICLE IX - INCORPORATOR

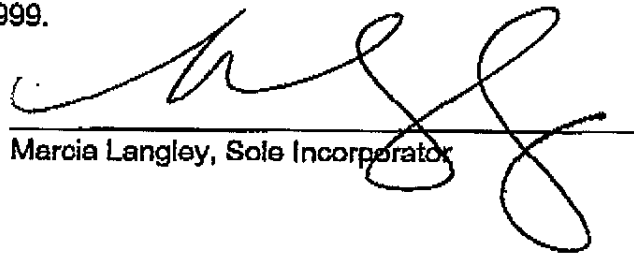
The name and address of the person signing these Articles are:

Marcia Langley
One Boca Place
2255 Glades Road, Suite 419 Atrium
Boca Raton, FL 33431

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of August, 1999.



Marcia Langley, Sole Incorporator

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ACCEPTANCE BY REGISTERED AGENT

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

Dated this 25th day of August, 1999.



Marcia Langley, Registered Agent

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