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Florida Department of State

Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4003

From:
Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

FOREIGN PROFIT QUALIFICATION

SOUTHERN SYSTEMS, LTD., INC.

F-5295

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

PLEASE GIVE ORIGINAL SUBMISSION
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September 19, 2000

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: SOUTHERN SYSTEMS, LTD., INC.
REF: W00000022808

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

Please type or print the name(s) of officers and directors. The individual signing line 13 is signing as an officer or director of THIS entity, not "for" any other entity. Please do not refer to any third party corporation in sections 12-14 of the application.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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Lee Rivers
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RESOLUTION OF BOARD OF DIRECTORS

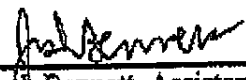
I, Josh Bennett, do hereby certify that this resolution of the Board of Directors of Southern Systems, Ltd., Inc., a corporation duly organized and existing under the Laws of the Bahamas, was duly adopted on September 20th, 2000.

Be it resolved that Southern Systems, Ltd., Inc., organized and existing under the Laws of the Bahamas, hereby adopts the name Southern Systems of the Bahamas, Inc, for use in Florida.

Dated:

Signed By:

9/20/00


Josh Bennett, Assistant Secretary

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TALLAHASSEE FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS
IN THE STATE OF FLORIDA:**

1. Southern Systems, Ltd., Inc.

(Name of corporation must include the word "INCORPORATED" or "COMPANY" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Bahamas
(Jurisdiction under the law of which it is incorporated)

3. Applied for
(FEI number, if applicable)

4. July 26, 2000
(Date of Incorporation)

5. Perpetual
(Duration: Year company will cease to exist or "perpetual")

6. August 15, 2000
(Date first transacted business in Florida.) (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. Kings Court, Bay Street
Nassau, Bahamas
(Current Mailing Address)

8. Financial Services; Banking Activities; Estate Planning
(Purpose of corporation authorized in home state or country to be carried out in State of Florida)

9. List name, and address of Florida registered agent:

NAME:

Josh Bennett, Esq.

OFFICE ADDRESS:

c/o: Josh Bennett, Esq., PA
511 NE Third Avenue; second floor
Ft. Lauderdale, Florida 33301

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Application by Foreign Corporation for Authorization to Transact Business in Florida

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10. Registered Agent's Acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody or corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY-PO Box NOT acceptable):

A. DIRECTORS (Street address only-PO Box NOT acceptable)

Chairman: Peter Waller

Address: Kings Court, Bay Street
Nassau, Bahamas

Director: Peter Waller

Address: Kings Court, Bay Street
Nassau, Bahamas

B. OFFICERS (Street address only-PO Box NOT acceptable)

President: Peter Waller

Address: Kings Court, Bay Street
Nassau, Bahamas

Vice-President: Peter Waller

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Address: Kings Court, Bay Street
Nassau, Bahamas


Secretary: Peter Waller

Address: Kings Court, Bay Street
Nassau, Bahamas

Assistant Secretary: Josh Bennett
511 NE Third Avenue; second floor
Ft. Lauderdale, Florida 33301

Treasurer: Peter Waller

Address: Kings Court, Bay Street
Nassau, Bahamas

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Josh N. Bennett, Assistant Secretary

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COMMONWEALTH OF THE BAHAMAS IBC 08
THE INTERNATIONAL BUSINESS COMPANIES ACT 1989
(No. 2 of 1990)

CERTIFICATE OF GOOD STANDING (Section 11)

No. 112066 B

SOUTHERN SYSTEMS, LTD.

I, **STERLING R. L. QUANT**....., Registrar General of the
Commonwealth of The Bahamas DO HEREBY CERTIFY:

1. The above Company was duly (incorporated) (~~incorporated~~) under the provision of the
International Business Companies Act 1989(No. 2 of 1990) on the **26TH**
day of **JULY, 2000** as a Company No.112066B of the Register of
International Business Companies.
2. The name of the Company is still on the Register of the International Business
Companies and the Company has paid all fees, licence fees and penalties due and
payable under the provisions of Sections **102**
and **103** of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have
not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become
effective
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said
Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal
standing.

Given under my hand and seal at Nassau
in the Commonwealth of The Bahamas
this **18TH** day of **AUGUST, 2000**

STERLING R. L. QUANT

REGISTRAR GENERAL

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