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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 837992 7358790

AUTHORIZATION :

Patricia Pizzi

COST LIMIT : \$ 125.00

ORDER DATE : November 27, 2002

ORDER TIME : 10:52 AM

ORDER NO. : 837992-001

CUSTOMER NO: 7358790

CUSTOMER: Mr. Joel Atkinson

Mr. Joel Atkinson

2241 2nd Avenue S.

St. Petersburg, FL 33712

DOMESTIC FILING

NAME: SOUTHERN CAPITAL HOLDINGS, LLC

EFFECTIVE DATE: _____

- _____ ARTICLES OF INCORPORATION
- _____ CERTIFICATE OF LIMITED PARTNERSHIP
- XX _____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- _____ CERTIFIED COPY
- XX _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is: _____

SOUTHERN CAPITAL HOLDINGS, LLC _____

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TALLAHASSEE, FLORIDA

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

2241 2ND AVENUE S, ST. PETERSBURG, FL 33712

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

 Corporation Service Company
 Name

 1201 Hays Street
 Florida street address (P.O. Box **NOT** acceptable)

 Tallahassee FL 32301
 City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 obligations of my position as registered agent as provided for in Chapter 608, F.S.

Corporation Service Company
 By: Deborah D. Skipper Deborah D. Skipper
 Registered Agent's Signature Asst. V. Pres.

(An additional article must be added if an effective date is requested)

Deborah D. Skipper
 Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

 DEBORAH D. SKIPPER
 Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

SOUTHERN CAPITAL HOLDINGS, LLC
MANAGING MEMBER LIST

JOEL ATKINSON
2241 2ND AVENUE S
ST. PETERSBURG, FL 33712

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TALLAHASSEE, FLORIDA

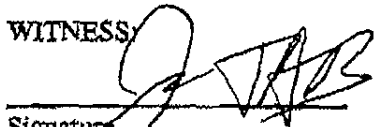
LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of SOUTHERN CAPITAL HOLDINGS, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

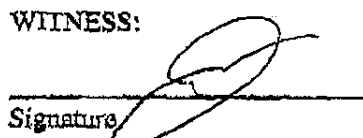
This Limited Power of Attorney is executed on this 2nd day of DECEMBER, 2002


Signature

JOEL ATKINSON
Print Name of Signer

WITNESS:

Signature

TOM BORICE
Print Name of Witness

WITNESS:

Signature

JOSEPH WHITELOCK
Print Name of Witness