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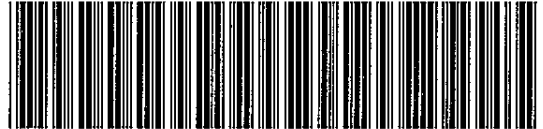
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 914743 121767A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 125.00

ORDER DATE : January 31, 2003

ORDER TIME : 11:53 AM

ORDER NO. : 914743-015

CUSTOMER NO: 121767A

CUSTOMER: Martin J. Genauer, Esq
Karp & Genauer, P.a.

Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

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NAME: SOUTHERN HOLDINGS TRUST, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
SOUTHERN HOLDINGS TRUST, LLC

The undersigned, acting as the organizer of SOUTHERN HOLDINGS TRUST, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I

Name:

The name of the limited liability company is **SOUTHERN HOLDINGS TRUST, LLC** (the "Company").

ARTICLE II

Address:

The mailing address and street address of the principal office of the limited liability company is c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE III

Initial Registered Agent and Office:

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

ALHAMBRA REGISTERED AGENTS, INC.

2 Alhambra Plaza, Suite 1202
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designed 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.

By: _____

Martin J. Genauer
Martin J. Genauer, Vice President

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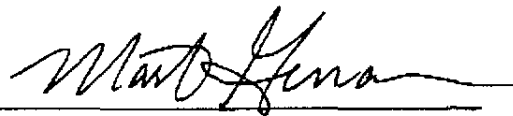
**ARTICLE IV
Management:**

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned Authorized Representative of the Managing Member of the Company has executed these Articles of Organization as of this 30th day of January, 2003.

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.

By: _____



Martin J. Genauer, Authorized
Representative

E:\Data\MJG\2106.01\docs\LLC\Articles of Organization for Southern Holdings Trust LLC.wpd

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