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November 7, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Incorporation of: Southern Cross USA, Inc.

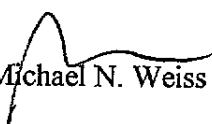
Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Southern Cross USA, Inc. and our check in the sum of \$122.50. Please return one certified copy to our office in the Federal Express envelope provided.

Thank you for your cooperation.

Very truly yours,

MICHAEL WEISS & ASSOCIATES, P.A.


Michael N. Weiss

MNW/dmp
Enclosures
Via Federal Express

100003461941--0
-11/13/00-01135-018
****122.50 *****78.75

T. Burch NOV 14 2000

ARTICLES OF INCORPORATION
OF
SOUTHERN CROSS USA, INC.

ARTICLE I

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation and its principal place of business and/or mailing address:

Southern Cross USA, Inc.
c/o Michael Weiss & Associates, P.A.
1401 Brickell Avenue, Suite 300
Miami, Florida 33132

ARTICLE II

CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

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

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of FIVE HUNDRED (500) shares of stock. The shares of stock authorized

shall be common stock having a par value of TWO HUNDRED AND FIFTY and no/100's (\$250.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

MICHAEL N. WEISS, ESQUIRE
WEISS & HERNANDEZ, P.A.
1401 Brickell Avenue, #300
Miami, Florida 33131

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial director of this Corporation is:

NAME

Michael N. Weiss

ADDRESS

c/o Michael Weiss & Associates,
P.A.
1401 Brickell Avenue, Suite 300
Miami, Florida 33131

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VII

INCORPORATORS

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

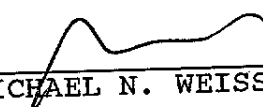
INCORPORATOR

MICHAEL N. WEISS, ESQ.

ADDRESS

Michael Weiss & Associates,
P.A.
1401 Brickell Avenue, Suite 300
Miami, Florida 33131

The undersigned, being the original subscriber to these Articles of Incorporation, for the purposes of forming a corporation for profit and to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein state are true and accordingly, has hereunto set his hand and seal this 9th day of NOVEMBER, 2000.


MICHAEL N. WEISS, ESQ.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED, that on this day before me, a Notary Public duly authorized in the State of Florida, County of Dade, to take acknowledgments, personally appeared MICHAEL N. WEISS, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County,
Florida, this 9th day of November, 2000.

[Signature]
Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING
REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned
hereby designates MICHAEL N. WEISS, as its Registered Agent to
accept service of process within this State.

The undersigned hereby accepts the foregoing designation as
Registered Agent for service of process within the State of
Florida, and agrees to comply with the provisions of law applicable
to said designation.

[Signature]
MICHAEL N. WEISS