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Michael J. McHale
Kenneth Gale Hawkes
Of Counsel

A Registered Limited Liability Partnership

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AN AFFILIATE OF:

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New York, NY 10006

Telephone: (212) 344-4700
Telefax: (212) 509-7886

November 14, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: SOUTH POINT INVESTMENTS, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above-mentioned corporation for filing. Also enclosed is my firm's check for the sum of \$78.75 which represents the required \$70.00 filing fee plus an additional \$8.75 for a certified copy of the Articles. I am also sending you a stamped self-addressed envelope for your convenience in returning a certified copy back to me.

Thank you for your prompt cooperation in this matter.

Very truly yours,


KENNETH GALE HAWKES, ESQ.

KGH:me
Enc.

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00 NOV 16 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY NOV 17 2000

ARTICLES OF INCORPORATION
OF
SOUTH POINT INVESTMENTS, INC.

FILED
00 NOV 16 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SOUTH POINT INVESTMENTS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial place of business of this corporation is:

90 Alton Road
Unit #810
Miami Beach, Florida 33139

and the name and address of the initial registered agent of this corporation is:

Kenneth Gale Hawkes, Esq.
2650 Biscayne Boulevard
Miami, Florida 33137

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Mark Swenson
90 Alton Road
Unit #810
Miami Beach, Florida 33139

ARTICLE VIII - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in those Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of November, 2000

MA
Incorporator

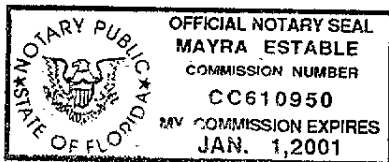
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 15th day of November, 2000 by Mark A. Swenson, who is personally known to me and who did take an oath.

NOTARY PUBLIC:

Mayra Estable
MAYRA ESTABLE

STATE OF FLORIDA AT LARGE



My Commission Expires:

ACCEPTANCE

Having been named to accept service of process for the above named corporation at a place designated in this Certificate, I hereby accept said designation as Registered Agent and agree to comply with the provisions of law relative to keeping open said

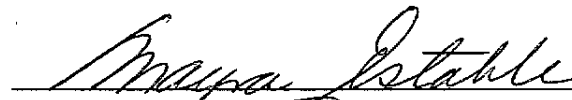
office.


REGISTERED AGENT

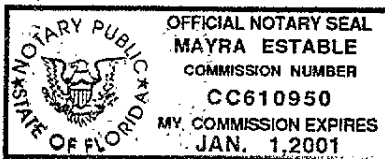
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 15th
day of November, 2000, by Kenneth Gale Hawkes, Esq., as Registered
Agent of SOUTHPOINT INVESTMENTS, INC., a Florida corporation, on
behalf of the corporation and he is personally known to me and did
take an oath.

NOTARY PUBLIC:


MAYRA ESTABLE
STATE OF FLORIDA AT LARGE

My Commission Expires:



00 NOV 16 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED