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Felipe Sotolongo  
Attorney at Law

2777 South Congress Avenue  
W. Palm Beach, Florida 33461-2137  
Telephone: (561) 641-9416  
Facsimile: (561) 641-4541

February 6, 2001

EK602051046US

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300003662603-1  
-02/08/01-01121--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Filing Articles of Incorporation

Dear Sir/Madam:

Enclosed are original Articles of Incorporation and a copy of same along with a check in the amount of \$78.75 for filing fees. Please file the enclosed and return a certified copy to me.

Thank you for your assistance with this matter.

Sincerely yours,



Felipe Sotolongo

FS/db  
Enclosures

2001 FEB - 8 AM 11: 06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

✓  
f-2/9/01

**FILED**

**ARTICLES OF INCORPORATION**

2001 FEB -8 AM 11:06

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**NAME**

The name of this corporation is SOUTHERN IMPACT, INC.

**DURATION**

The period of its duration is perpetual.

**PURPOSE**

The purposes is to engage in any activities or business permitted under the laws of the United States and Florida.

**CAPITAL STOCK**

The corporation is authorized to issue 1000 shares of capital stock, all of one class, at \$1.00 (One Dollar) par value.

**INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT**

The name and address of the initial registered office, principal office of the corporation and name and address of the Registered Agent is as follows:

Initial Registered Agent: FELIPE SOTOLONGO.

Principal address or corporation and registered office address of the corporation, (which are the Same) is:

2777 South Congress Avenue  
West Palm Beach, Florida 33461

I, FELIPE SOTOLONGO, initial Registered Agent of this corporation, am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
FELIPE SOTOLONGO, REGISTERED AGENT

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

JOSE M. MATA .. 49 Candlenut Court ..  
Royal Palm Beach, FL 33411-1652

The name and address of the Incorporator signing these Articles of Incorporation is:

FELIPE SOTOLONGO 2777 South Congress Avenue  
West Palm Beach, Florida 33461

## AMENDMENT OF ARTICLES

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

**DIRECTOR CONFLICT OF INTEREST**

No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or

committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time the board, a committee or shareholders approve it.

4. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee, which approves such contract or transaction.

#### **MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in regular meetings of the board of directors by means of conference telephone or each director as provided by law but annual meetings of the Board of Directors must attend similar communications equipment in fact in person. (FS Section 607.131(7)).

#### **INDEMNIFICATION**

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### **INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these  
Articles of Incorporation this 2 day of February, 2001.

  
INCORPORATOR

  
REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

2001 FEB - 8 AM 11:06

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared FELIPE SOTOLONGO to me known to be one of the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2 day of February, 2001.

  
NEYDA SOTOLONGO  
Notary Public, State of Florida

