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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

south pointe adventures, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SOUTH POINTE ADVENTURES, INC.

ARTICLE I.
CORPORATE NAME

The name of this Corporation shall be:
SOUTH POINTE ADVENTURES, INC.

ARTICLE II.
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 III.
CAPITAL STOCK

The Corporation is authorized to issue a maximum of One Thousand (1,000) Shares of Stock. The Shares of Stock shall be voting common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each Share of Stock shall be fixed by the Board of Directors.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

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

Alvaro Castillo B.
1390 Brickell Avenue
Suite 200
Miami, Florida 33131

ARTICLE V.
BOARD OF DIRECTORS

The number of Directors may be altered from time-to-time by

This Instrument Prepared By:

Alvaro Castillo B., Esq.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131
(305) 371-5540
Florida Bar No. 611761

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the By-Laws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VI.
INITIAL DIRECTORS**

The name and post office address of the initial Director of the Corporation are:

Name	Address
STEPHEN DANA FERGUSON	C/O: 1390 Brickell Avenue Suite 200 Miami, Florida 33131
MARIA FERGUSON	C/O: 1390 Brickell Avenue Suite 200 Miami, Florida 33131

**ARTICLE VII
INITIAL OFFICERS**

The initial officers shall be elected at the first Board of Directors meeting.

**ARTICLE VIII.
INCORPORATOR**

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

Name	Address
STEPHEN DANA FERGUSON	C/O: 1390 Brickell Avenue Suite 200 Miami, Florida 33131

**ARTICLE IX.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal mailing address of the Corporation is as follows:

C/O: 1390 Brickell Avenue, Suite 200
Miami, Florida 33131

ARTICLE X.
COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: *Stephen Dana Ferguson*
STEPHEN DANA FERGUSON

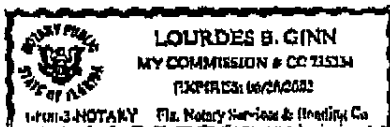
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, STEPHEN DANA FERGUSON, personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 4 day of May 2001.

Louder B. Ginn
NOTARY PUBLIC


DATE COMMISSION EXPIRES



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ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


ALVARO CASTILLO B.
CASTILLO & ASSOCIATES
1390 Brickell Avenue
Suite 200
Miami, Florida 33131

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