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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 28, 2001

New Filings Section
Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

600004564966--6
-08/31/01--01014--004
****122.50 *****78.75

RE: Point South Holdings Inc.

Dear Sir or Madam:

Enclosed is a money order in the amount of \$122.50, which covers the cost of filing the Articles of Incorporation on the above company as well as the fee for returning a Certified copy of the Articles of Incorporation and a Certificate of Good Standing.

Please return the Articles to the following address:

Mr. Dean Roffers
911 Waters Edge Drive
North Hutchinson Island, FL 34949

I have enclosed a completed Express Mail Envelope for your convenience. Thank you in advance for your cooperation.

Sincerely,


Dean Roffers

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ARTICLE ONE
NAME OF CORPORATION

The name of the corporation is Point South Holdings, Inc.

ARTICLE TWO
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these articles with the Department of State.

ARTICLE THREE
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes, as same now exists or as it may be hereafter amended.

ARTICLE FOUR
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of (\$.01) par value common stock which shall be designated as "Common Shares".

ARTICLE FIVE
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 911 Waters Edge Drive, North Hutchinson Island, Florida 34949 and the initial registered agent of this Corporation at that address is Dean Roffers. The corporation's principal address shall be at 911 Waters Edge Drive, North Hutchinson Island, Florida 34949.

ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS

The Corporation shall have four Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than two Directors or more than six. The names and address of the initial Board of Directors are as follows:

Neale Cafilisch 7373 Carden Drive, Neenah, Wisconsin 54956

Dean Roffers 911 Waters Edge Drive, North Hutchinson Island, Florida 34949

ARTICLE EIGHT
INCORPORATORS

The name and address of the Incorporator signing these articles is:

Dean Roffers
911 Waters Edge Drive
North Hutchinson Island, FL 34949

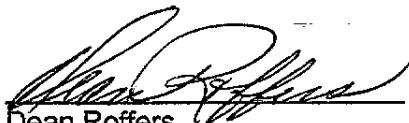
ARTICLE NINE
INDEMNIFICATION

The corporation shall indemnify any Officer or Director of any former officer or director, to the full extent permitted by law.

ARTICLE TEN
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

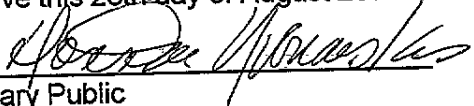
In Witness whereof, the undersigned Incorporator has executed these Articles of Incorporation on this the 28th day of August 2001.


Dean Roffers
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Dean Roffers, known to me to be and known by me to be the person, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County
above this 28th day of August 2001.

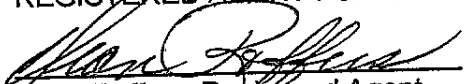

Notary Public



Donna Yvanauskas
Commission # CC 916534
Expires March 6, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

My Commission Expires: 3-6-2004

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUITES AND RESPONSIBILITIES AS
REGISTERED AGENT FOR SAID CORPORATION.


Dean Roffers, Registered Agent