

WICKENS
HERZER
PANZA
COOK &
BATISTA

A LEGAL PROFESSIONAL ASSOCIATION

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September 26, 2002

VIA UPS NO. N 496 346 106 3

FLORIDA SECRETARY OF STATE
The Department of State
Division of Corporations
The Capitol
409 East Gaines Street
Tallahassee, FL 32399

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-09/27/02--01044--012
*****78.75 *****78.75

RE: Articles of Incorporation of South CAP, Inc.

Dear Sir or Madam:

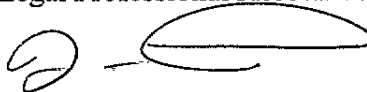
Enclosed please find Articles of Incorporation which we are filing on behalf of our client, South CAP, Inc.

Also enclosed is a check in the amount of \$78.75 which represents the requisite filing fees in this regard -- \$70.00 filing fee and \$8.75 for a certified copy.

Thanking you in advance for your prompt attention to this matter, I am

Sincerely yours,

WICKENS, HERZER, PANZA, COOK & BATISTA
A Legal Professional Association



By: James E. Peters

JEP/cat
Enclosures

cc: Joseph Oster (w/out enclosures)
Bruce Lang (w/out enclosures)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP 27 PM 4:02

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP 27 PM 4:02

ARTICLES OF INCORPORATION
OF
SOUTH CAP, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation, for profit (herein called "Corporation"), under Chapter 607, Florida Statutes.

ARTICLE FIRST. NAME

The name of the Corporation shall be: South CAP, Inc. The principal place of business of this Corporation shall be 1700 McMullen Booth Road, C1, Clearwater, Florida, 33759, Pinellas County.

ARTICLE SECOND. ADDRESS OF PRINCIPAL OFFICE

The Corporation's street address for its principal office and mailing address is 1700 McMullen Booth Road, C1, Clearwater, Florida, 33759.

ARTICLE THIRD. NATURE OF BUSINESS

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be formed under Chapters 607 of the Florida Statutes.

ARTICLE FOURTH. CAPITAL SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any one time is one thousand (1,000) common shares, without par value.

ARTICLE FIFTH. ADDRESS OF REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 4153 Arlington Drive, Palm Harbor, Florida, 34685, and the name of the initial Registered Agent of the Corporation at that address is Ross Puzzitiello.

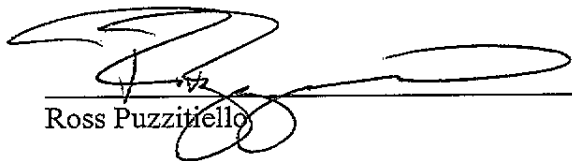
ARTICLE SIXTH. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation are: Ross Puzzitiello, 4153 Arlington Drive, Palm Harbor, Florida, 34685.

ARTICLE SEVENTH. SHARE REDEMPTION

By action of its Board of Directors without approval of the Shareholders, the Corporation may purchase or redeem shares of any class issued by the Corporation, in accordance with such terms and conditions as the Corporation and the applicable Shareholders determine.

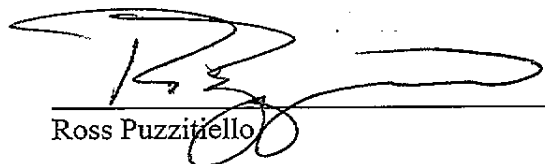
IN WITNESS WHEREOF, the undersigned has hereunto subscribed the undersigned's name on this 25th day of September, 2002.



Ross Puzzitiello

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Ross Puzzitiello, having been designated to act as Registered Agent, hereby agrees to act in such capacity.



Ross Puzzitiello