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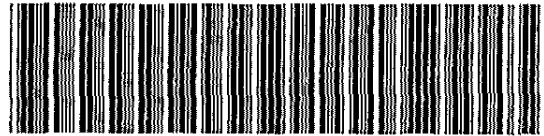
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**LAZARUS CORPORATE FILING SERVICE**

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SOUTH POINT ASSET MANAGEMENT, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
SOUTH POINT ASSET MANAGEMENT, INC.**

The undersigned, acting as incorporator of South Point Asset Management, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is: South Point Asset Management, Inc.

The principal place of business of this corporation shall be:

1784 West Avenue # 3  
Miami Beach, Fl. 33139

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of receipt and acknowledgment of these Articles of Incorporation.

**ARTICLE III PURPOSE**

The nature of the business or purposes to be conducted or promoted is to engage in any and all lawful act of General Corporation Law of Florida, including without limitation the ability to and engage in all other matters incident thereto.

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#### **ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The name of the corporation's initial registered agent is Ermanno Sordi and the street address of the initial registered office is: 1784 West Avenue # 3 Miami Beach, Fl. 33139.

#### **ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

Ermanno Sordi      1784 West Avenue # 3  
Miami Beach, Fl. 33139

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**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is:

Ermanno Sordi 1784 West Avenue # 3  
Miami Beach, Fl. 33139

**ARTICLE VIII. BYLAWS**


The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaws are not subject to amendment or repeal by the directors.

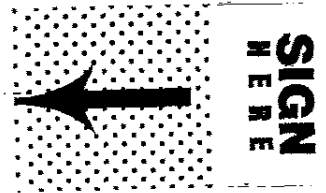
**ARTICLE IX. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

**AS REGISTERED ACCEPTANCE OF APPOINTMENT AGENT**

Having been named as registered agent for Ermanno Sordi at the place designated in said articles of incorporation, I, hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

BY:   
Ermanno Sordi  
Incorporator



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