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2007 SEP 19 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cookrr@bellsouth.net

RICHARD R. COOK

Attorney at Law
2253 River Ridge Road
DeLand, FL 32720

386 734 1116

September 16, 2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Dear Secretary:

Please find for filing corrected Articles of Incorporation for Southern Airlines, INC. and a copy of your letter. Please return the Certified copy to me in the SASE.

Thanks!

Sincerely,

A handwritten signature in black ink, appearing to read "Richard R. Cook". The signature is fluid and cursive, with the first name "Richard" and last name "Cook" being the most prominent parts.

Richard R. Cook
Fl Bar # 254134



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 11, 2007

RICHARD R. COOK
P.O. BOX 1929
DELAND, FL 32721

SUBJECT: SOUTHERN AIRLINES, INC.
Ref. Number: W07000044760

We have received your document for SOUTHERN AIRLINES, INC.. However, the document has not been filed and is being returned for the following:

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

Letter Number: 707A00053738

ARTICLES OF INCORPORATION
OF
SOUTHERN AIRLINES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be SOUTHERN AIRLINES, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000,000 shares of common stock having a par value of \$.001 per share.

ARTICLE IV CORPORATE ADDRESS

The street address of the initial principal office of the corporation shall be 2253 River Ridge Road, DeLand, Florida 32720. The mailing address of the Corporation shall be P.O. Box 1929 DeLand, FL 32721.

The street address of the initial registered office of the corporation shall be 2253 River Ridge Road, DeLand, Florida 32720. The name of the initial registered agent of the corporation at that address is RICHARD R. COOK.

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TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

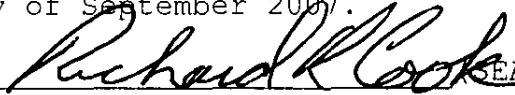
ARTICLE VI. DIRECTORS

This corporation shall have three directors initially to be elected by the shareholders.

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is Richard R. Cook 2253 River Ridge Road, DeLand, Florida 32720.

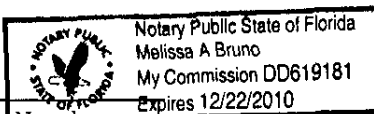
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 17th day of September 2007.


RICHARD R. COOK

State of Florida)
County of Volusia)

The foregoing instrument was acknowledged before me this 17th day of September 2007, by RICHARD R. COOK, who is personally known to me and who did take an oath.

Notary
Title



Serial Number


Notary Signature

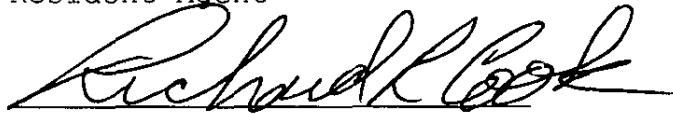
MELISSA A. BRUNO
Notary Name Printed
Commission expires:

ACCEPTANCE BY REGISTERED AGENT
SOUTHERN AIRLINES, INC.

Having been named Resident Agent and to accept Service of Process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED: 9/17/07

Resident Agent



RICHARD R. COOK

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