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Division of Corporations
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Division of Corporations

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From:

Account Name : LAW OFFICES OF DELIMA GOLDMAN & GOLDMAN

Account Number : I20060000147 Phone : (305)446-6460

Fax Number : (305) 446-7502

FLORIDA PROFIT/NON PROFIT CORPORATION

Southern Commercial Management, Inc.

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SECRETARY OF STATE

FIORIDA CORPORATIONS

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November 15, 2007

FLORIDA DEPARTMENT OF STATE

LAW OFFICES OF DELIMA GOLDMAN & GOLDMAN

SUBJECT: SOUTHERN COMMERCIAL MANAGEMENT, INC.

REF: W07000056314

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refer the complete document, including the electronic filling cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L07000103369 (SOUTHERN COMMERCIAL MANAGEMENT LLC.).

Please return 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) 245-6870.

Karen Saly Regulatory Specialist II FAX Aud. #: 807000279170 Letter Number: 207A00066051

SECRETARY OF STATE DIVISION OF CORPORATIONS

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AFFIDAVIT

STATE OF FLORIDA : :ss COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, personally appeared MARY TOMPKINS and DONNA COMPAGNIOTTE, individually and as Managers of SOUTHERN COMMERCIAL MANAGEMENT LLC, a Florida limited liability company (collectively referred to as "Affiants") who being by me first duly sworn, depose and say as follows:

- 1. Affiants are the sole members and managers of SOUTHERN COMMERCIAL MANAGEMENT LLC, a Florida limited liability company.
- 2. Affiants will be the sole shareholders and directors of SOUTHERN COMMERCIAL MANAGEMENT, INC., a Florida corporation.
- 3. Affiants have no objection to SOUTHERN COMMERCIAL MANAGEMENT, INC. filing its Articles of Incorporation with the Secretary of State of Florida under the name SOUTHERN COMMERCIAL MANAGEMENT, INC.

MARY FOMPKINS

OONNA COMPAGNIOTTE

OONNA COMPAGNIOTTE

SWORN TO AND SUBSCRIBED before me this 15th day of November 2007, by MARY TOMPKINS and DONNA COMPAGNIOTTE, who are [] personally known to me or [] produced as identification.

. .

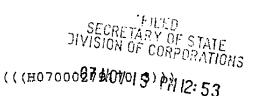
My Commission Expires:

8/10/10

This instrument was prepared by:

Bruce J. Goldman, Esq. Gables International Building 2655 Le Jaune Road, Suite 816 Coral Gables, FL 33134 (305) 446-6460 IN1507-AFFIDAVIT RE CORPORATE FILING





ARTICLES OF INCORPORATION OF SOUTHERN COMMERCIAL MANAGEMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

The name of the Corporation is SOUTHERN COMMERCIAL MANAGEMENT, INC.

ARTICLE II DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

- 1. To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act;
 - 2. To engage in a real estate management business; and
- 3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation

152487-SOUTHERN COMMITTEEN COMMITTEEN OF ENCORPORATION

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shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

Gables International Plaza 2655 Le Jeune Road, Suite 816 Coral Gables, Florida 33134

The name of the registered agent at such address is:

Bruce J. Goldman

ARTICLE VII PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

6499 Powerline Road, Suite 205 Ft. Lauderdale, Florida 33309

ARTICLE VIII DIRECTORS

The initial board of directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The names and addresses of the members of the first board of directors are:

NAME

ADDRESS

DONNA COMPAGNIOTTE

1901 S.W. 56th Avenue Plantation, Florida 33317

MARY TOMPKINS

5241 S.W. 101st Avenue Cooper City, Florida 33328

183407-DOLTHERM COMMERCIAL MANAGEMENT, THE-ARTICLES OF INCOMPORATION

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ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Bruce J. Goldman

Gables International Plaza 2655 Le Jeune Road, Suite 816 Coral Gables, Florida 33134

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its directors to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The directors of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII RIGHT TO AMEND ARTICLES OF INCORPORATION

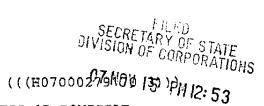
The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this $14^{\rm th}$ day of November 2007.

BRUCE J. GOLDMAN

102407-STATUENN COMMUNICAL MANAGEMENT, INC.ARTIGUES OF INCORPORATION

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CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.05 FOLLOWING IS SUBMITTED:	01, FLORIDA STATUTES, THE	
SOUTHERN COMMERCIAL MANAGEMENT, INC. (NAME OF CORPORATION)		
(NAME OF CORPORATION	N)	
DESIRING TO ORGANIZE OR QUALIFY UNDER	THE LAWS OF THE STATE OF	
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY		
OFFT. LAUDERDALE , STATE OF	FLORIDA ,	
(CLTY)	(STATE)	
HAS NAMED BRUCE J. GOLDMAN , LOCATED AT (NAME OF REGISTERED AGENT)		
(IMAEN CINCIPAL CINCIPAL)		
GABLES INTERNATIONAL PLAZA, 2655 LE JEUNE ROAD, STE. 816,		
(STREET ADDRESS AND NAME OF BUILDING, POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)		
FOOT OFFICE DOX ADDREGOES F	ME NOT ACCEPTABLE)	
CITY OFCORAL GABLES , STATE OF FLORIDA, AS ITS AGENT TO ACCEPT		
SERVICE OF PROCESS. SIGNATURE		
SIGNATURE BRUCE J. GOLDMAN		
TITLE	INCORPORATOR	
(CORPORATE OFFICER)		
DATE	November 14, 2007	
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. SIGNATURE BRUCE J. GOLDMAN, REGISTERED AGENT		
 -	November 14, 2007	
192407- HOUSTERN COMMERCIAL MANAGEMENT, EMC-ARTIGUES OF INCORPORATION	(//ชกวีกกกวีวีดี17ก 3)))	