CAPITAL CONNECTION, INC.	of
417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8063-5 FAX (904) 222-1222	RE: Southwind Holdings
FAX (904) 222-1222 447 3 -	Inc
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11-2529-7 PONDER'S INC., THOMASVILLE, GA

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THANK YOU from Your Capital Connection

Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

#### ARTICLE I NAME

FILED 95 JAN 30 PM 1: 03

The name of this Corporation shall be: SECRETARY OF STATE LAHASSEE, FLORIDA

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

SOUTHWIND HOLDINGS, INC. 7637 State Road 52 Bayonet Point, Fiorida 34667

#### ARTICLE III CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares

## ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Dale L. Bernstein 7637 State Road 52 Bayonet Point, Florida 34667

### ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

> Dale L. Bernstein 7637 State Road 52 Bayonet Point, Florida 34667

The undersigned has executed these Articles of incorporation this 21\_day of \_ CO JAN

Dale L. Bernsteig/Incorporator

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

SOUTHWIND HOLDINGS, INC.

2. The name and address of the registered agent and office is:

Dale L. Bernstein
7637 State Road 52
Bayonet Point, Fiorida 34867

Dale L. Bernstein

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 LAW FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dale L. Bernstein

(date)