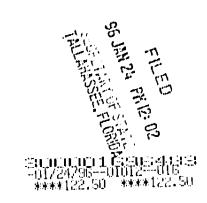


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CORPORATION(S) NAME

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CR2E031 (R8-85)

W.P. Verifier

ARTICLES OF INCORPORATION

of

SOUTHERN FINANCIAL SERVICES, INC.

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

ARTICLE 1 - CORPORATE NAME

The name of the corporation is:

SOUTHERN FINANCIAL SERVICES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED (100) shares of NO Dollar(s) (\$ NO) per value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Jeffrey Dale Welsh SOUTHERN MARINE, INC. 429 Seabreeze Blvd. Suite 218 Ft. Lauderdale, FL 33316

The principal office, if known, or the mailing address of the corporation is:

SOUTHERN FINANCIAL SERVICES, INC.

429 Seabreeze Blvd. Suite 218 Ft. Lauderdale, FL 33316

ARTICLS VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than One (1). The names and addresses of the initial directors(s) of the corporation are as follows:

Jeffrey Dale Welsh 2805 NE 29th Street Ft. Lauderdale, FL 33306

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators singing these Articles of Incorporation are as follows:

Jeffrey Date Welsh 2805 NE 29th Street Ft. Lauderdate, FL 33306

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23rd day of January, 1996.

Jeffrey Dale Welsh

(Scal)

CERTIFICATE AND KNOWLEDGEMENT OF PEGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT OF

SOUTHERN FINANCIAL SERVICES, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

> SOUTHERN MARINE, INC. 429 SEABREEZE BLVD., **SUITE 218,** FT. LAUDERDALE, FL 33316

has named Jeffrey Dale Welsh located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, L hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Jeffrey Dale William 24 PH 12: 0

Jeffrey Dale William OF STAT

Jeffrey Dale William SSEE, FLORE