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96 FEB 14 PM 7:52  
TALLAHASSEE, FLORIDA

Don, et., 1996

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: SOUTHERN STAR HOLDING U.S.A., INC.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation and Designation of Registered Agent, together with check in the amount of Seventy (\$70.00) Dollars for filing.

Thank you for your prompt service.

Sincerely,

*Phil Peacock*

Phillip Peacock  
c/o Ms. Hannah Bracewell  
15617 Front Beach Road, #332  
Panama City Beach, Florida 32417

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

PP:mlb

Enclosures

ARTICLES OF INCORPORATION  
OF  
SOUTHERN STAR HOLDING U.S.A., INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

SOUTHERN STAR HOLDING U.S.A., INC.

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ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

15617 Front Beach Road, #332  
Panama City Beach, Florida 32417

The mailing address of this corporation shall be:

15617 Front Beach Road, #332  
Panama City Beach, Florida 32417

ARTICLE III. CAPITAL STOCK

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

ONE HUNDRED SHARES

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JOEL MARGULES  
Attorney-at-Law  
1609 Lisenby Avenue  
Panama City, Florida 32405

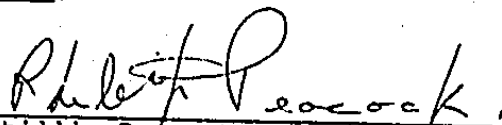
ARTICLE V. INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

President/Vice-President: Phillip Peacock  
15617 Front Beach Road, #332  
Panama City Beach, Florida 32417

Secretary/Treasurer: Phillip Peacock  
15617 Front Beach Road, #332  
Panama City Beach, Florida 32417

The undersigned has executed these Articles of Incorporation  
this 1<sup>st</sup> day of JAN., 1996.

  
\_\_\_\_\_  
Phillip Peacock  
President

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:

SOUTHERN STAR HOLDING U.S.A., INC.

2. The name and address of the Registered Agent and office is:

JOEL MARGULES  
Attorney-at-law  
1609 Lisenby Avenue  
Panama City, Florida 32405

*Phillip Peacock*

PHILLIP PEACOCK  
President

Date:

*Jan 1/96*

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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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

*Joel Margules*  
JOEL MARGULES

Date: *February 10, 1996*